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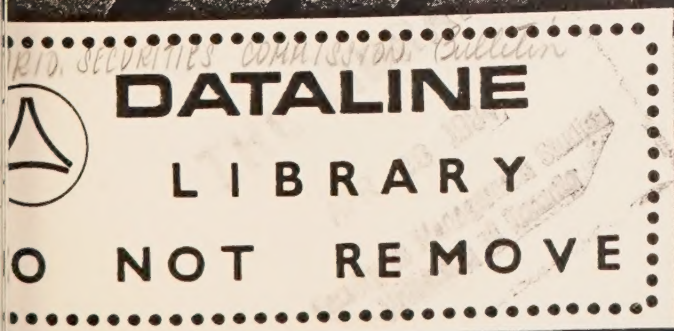


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THE ONTARIO SECURITIES COMMISSION

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VOLUME 7 #05/84

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CHAPTER 1
NOTICES/PRESS RELEASES

1.1 PROMPT OFFERING QUALIFICATION SYSTEM

The following is an insert of Prompt Offering Qualification System - Notice.

REQUEST FOR COMMENTS ON THE PROMPT OFFERING QUALIFICATION SYSTEM

NOTICE

THE PROMPT OFFERING QUALIFICATION SYSTEM

The Prompt Offering Qualification System (the "POP System") allows certain eligible reporting issuers and holders of securities of such reporting issuers to file a short form prospectus with the Commission in relation to the distribution of the reporting issuer's securities in lieu of filing a prospectus in respect of such distribution. The short form prospectus incorporates by reference previously published issuer-oriented information which has already been made available to the public. Incorporation of this information by reference in a short form prospectus reduces the time and cost which would otherwise be involved in the preparation of a prospectus pursuant to section 52 of the Securities Act, R.S.O. 1980, c. 466 (the "Act").

The POP System has been in operation for just over a year now. It was originally instituted by order of the Commission under section 73 of the Act dated October 28, 1982 [(1982) 4 OSCB 241B]. This order was rescinded and replaced by an order of the Commission under section 140 of the Act dated December 16, 1982 [(1982) 4 OSCB 425B], which order has also been rescinded and replaced by a further order of the Commission under section 140 of the Act dated February 3, 1984 (the "Order"), a copy of which may be found in Chapter 2 of this edition of the OSC Bulletin. The POP System is set out in Policy 5.6, formerly Policy 3-67. As a result of the Order, Policy 5.6 was recently revised and a copy of the revised policy may be found in Chapter 5 of this edition of the OSC Bulletin.

Request for Comments

In conjunction with its consideration of amendments to the Act the Commission is considering incorporating the POP System into the Act. Before doing so however, the Commission intends to assess the POP System to determine whether the System has met the expectations which accompanied its introduction in 1982, and, if not, to determine whether such expectations might be met by further amendments to Policy 5.6. To assist it with such an assessment the Commission would welcome comments from interested parties. The Commission is particularly interested in receiving comments from those who have prepared, or received and relied upon, an Annual Information Form or a Short Form Prospectus. The Commission intends to use the comments which it receives, together with any information obtained as a result of the public meeting discussed below, to assess the POP System based upon a consideration, inter alia, of the following questions:

1. Should the POP System be incorporated into the Act?
2. Does the POP System reduce in any material way investor protection otherwise available under the Act?

3. The POP System applies to securities of reporting issuers which meet the eligibility criteria of Sections B, C and D of Policy 5.6. Should the Commission consider amending the eligibility criteria of Policy 5.6 for the purpose of allowing additional reporting issuers to take advantage of the POP System or should further eligibility restrictions be imposed?
4. Should the Commission consider amendments to the Annual Information Form or the Short Form Prospectus content or filing requirements of Policy 5.6?
5. How can the POP System be improved with respect to national distributions of securities?
6. An investor who purchases securities offered by a prospectus has a statutory right of action for a prospectus misrepresentation pursuant to section 126 of the Act. Should a short form prospectus and all documents incorporated therein by reference be subject to a similar statutory right of action if such a document contains a misrepresentation? Should civil liability for misrepresentation be extended to continuous disclosure documents filed with the Commission pursuant to the provisions of Part XVII of the Act? (A draft section of the Act extending civil liability for misrepresentations contained in a continuous disclosure document will be published for comment in a future edition of the OSC Bulletin.)
7. Should the POP System be adapted to permit so called "shelf" filings?

The Commission is anxious to receive comments on the POP System from interested parties prior to the public meeting. Comments should therefore be forwarded for receipt by the Commission on or before March 9, 1984. If possible, ten copies of all comments should be forwarded to:

The Secretary
Ontario Securities Commission
Suite 1800
20 Queen Street West
Toronto, Ontario
M5H 3S8

Public Meeting

Due to the importance attached to the effective operation of the POP System, the Commission proposes to hold a public meeting to discuss its operation to date and any proposed changes which might improve the POP System. As with the public meeting recently held by the Commission to discuss take-over bids, the public meeting on the POP System will be reserved for a discussion of substantive policy issues to permit such matters to be dealt with in the shortest time

possible. Technical or drafting concerns should be communicated to Ermanno Pascutto, Legal Advisor to the Commission.

Invitations to participate in the meeting will be extended to Securities Administrators in each of the provinces and copies of all comments received will be forwarded by the Commission to all such Securities Administrators and will be made available to the public.

The meeting will be held on Thursday March 22, 1984 commencing at 9:00 a.m. at the Commission's offices in the Harry S. Bray Hearing Room. We look forward to receiving the comments of all persons with an interest in the POP System and to their attendance at the public meeting.

CHAPTER 2

DECISIONS, ORDERS AND RULINGS

2.1 TURBO RESOURCES/MERLAND EXPLORATIONS/BANKENO MINES LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF TURBO RESOURCES LIMITED,
MERLAND EXPLORATIONS LIMITED AND
BANKENO MINES LIMITED

ORDER
(Section 140)

UPON the application of Turbo Resources Limited ("Turbo") to the Ontario Securities Commission (the "Commission") pursuant to section 140 of the Securities Act, R.S.O. 1980, c.466 (the "Act") for an order varying the ruling issued by the Commission pursuant to sections 99(e), 140 and 16(3) of the Act as of the 8th day of November, 1983 (the "Original Ruling") that, in part, granted Turbo an exemption from any obligation it may have to purchase any of the common shares or preferred shares of Merland Explorations Limited ("Merland") provided that the distribution of the Settlement Proceeds contemplated therein to the Merland Minority Shareholders (as defined in the Turbo Information Memorandum dated September 14, 1983) took effect on or before February 1, 1984;

AND UPON it appearing to the Commission that:

1. Turbo, to date, has been unable to sell the Settlement Assets;
2. the distribution of the Settlement Proceeds contemplated in the Original Ruling to the Merland Minority Shareholders is dependent upon the sale of the Settlement Assets;
3. for the purposes of the Settlement Offer, the Canadian Imperial Bank of Commerce has agreed to waive interest on the secured loans relating to the Settlement Assets until March 31, 1984;
4. Turbo has given its assurance to use its best efforts to increase the size of the Merland board of directors or to take such other necessary actions to enable three persons satisfactory to representatives of the Merland Minority Shareholders and to the board of directors of Merland to be nominated and elected directors of Merland; and

5. the board of directors of Merland has passed a resolution on January 27, 1984 which (a) approved the addition of three members to the Merland board of directors, subject to shareholder approval, which is to be sought at the next annual general meeting of shareholders of Merland which is to be held on or before April 30, 1984 (the "1984 meeting"); and (b) approved the nomination by management of Merland of three persons for election as directors of Merland at the 1984 Meeting who are acceptable to representatives of the Merland Minority Shareholders and to the board of directors of Merland;

AND UPON the Commission being satisfied that to vary the Original Ruling would not be prejudicial to the public interest;

NOW, THEREFORE, IT IS ORDERED pursuant to section 140 of the Act that the Original Ruling is varied by deleting the date February 1, 1984 from paragraph 1 there and substituting, therefor, the date March 31, 1984.

January 31st, 1984.

"Peter J. Dey"

"J. W. Blain"

2.2 IMPERIAL SQUARE EDMONTON III

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF IMPERIAL SQUARE
EDMONTON III

ORDER
(Section 79(b)(iii))

UPON the application of Imperial Financial Services Ltd., the promoter of Imperial Square Edmonton III (the "Partnership"), to the Ontario Securities Commission (the "Commission") pursuant to section 79 of the Securities Act, R.S.O. 1980, c.466 (the "Act") for an order exempting the Partnership from the requirements of sections 76(1) and 78 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON being advised that:

1. The Partnership, a limited partnership registered under the laws of the Province of Alberta, is a reporting issuer under the Act;
2. The issued capital of the Partnership consists of ten limited partnership units, and 7600 participating first mortgage units which were distributed by way of a prospectus dated February 4, 1983; and
3. All holders of limited partnership units are "insiders", as defined under the Act, of the Partnership and as such have full access to all financial information relating to the Partnership.

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest and being otherwise satisfied in the circumstances of this particular case that there is adequate justification for so doing:

IT IS ORDERED pursuant to section 79(b)(iii) of the Act that the Partnership be and is hereby exempted from the requirements of section 76(1) of the Act to file its interim financial statements with the Commission and from the requirements of section 78 of the Act to send such interim financial statements to each holder of its limited partnership units whose latest address as shown on the books of the Partnership is in Ontario, provided that any such interim financial statement of the Partnership shall be sent upon written request to any such Ontario unit holder.

January 26th, 1984.

"A. T. Holland"

"J. W. Blain"

2.3 WESTCOAST TRANSMISSION COMPANY LIMITED.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C.466

AND

IN THE MATTER OF WESTCOAST TRANSMISSION
COMPANY LIMITED

ORDER
(Section 117(2)(a)(ii))

UPON the application received in completed form on September 13, 1983, of Westcoast Transmission Company Limited (the "Issuer"), a company incorporated by special Act of the Parliament of Canada in 1949 and was continued under the Canada Business Corporation Act in 1976, to the Ontario Securities Commission (the "Commission") pursuant to section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") and Commission Policy 10.1; for an order exempting certain of its insiders from the requirements of sections 102 and 105 of the Act;

AND UPON the Issuer having submitted to the Commission a list of its subsidiary companies which it represents as disclosing all its major subsidiaries within the meaning of Commission Policy 10.1; and the Addendum thereto ("Major Subsidiaries");

AND UPON the Commission pursuant to section 6 of the Act having assigned to me the power to make an order under section 117(2)(a) of the Act;

AND UPON being satisfied in the circumstances of this particular case there is adequate justification for making this Order, and the conditions herein seeming just and expedient;

IT IS ORDERED pursuant to section 117(2)(a)(ii) of the Act that the directors and senior officers of the subsidiaries of the Issuer, excepting those hereinafter specified, be and they hereby are exempted from the requirements of sections 102 and 105 of the Act with respect to the Issuer;

AND IT IS FURTHER ORDERED that the exemptions contained in this Order do not apply to those directors and senior officers of subsidiaries of the Issuer:

1. who in the ordinary course receive knowledge of material facts or changes with respect to the Issuer prior to general disclosure of such facts or changes;
2. who are or become directors or senior officers of any of the Major Subsidiaries;

3. who are or become insiders of the Issuer by reason of subparagraphs 1(1)(17)(i) or (iii) of the Act; or
4. whom the Commission has by further order denied the exemptions contained in this Order;

AND IT IS FURTHER ORDERED that the following are conditions of this Order:

1. The Issuer shall maintain a continuous review of the senior officers and directors of its subsidiary companies and shall advise the Commission promptly of any of them which become, or cease to be, exempted by this Order;
2. The Issuer shall, upon the request of the Commission or its staff furnish any information reasonably necessary to determine whether a senior officer or director of any subsidiary is or is not exempted by this Order.

January 23rd, 1984.

"John F. Leybourne"

WESTCOAST TRANSMISSION COMPANY LIMITED

Major Subsidiaries

Westcoast Petroleum Ltd.

2.4 LAVA CAP RESOURCES LTD.

Headnote

Section 73 - Issuance of shares to creditors - issuer to report trades to Commission - first trades to be made in accordance with subsection 71(5) of the Act and section 18a of the regulations - copy of ruling and statement that protections provided by the Act not available to creditors to be provided to creditors - acknowledgement by creditors to be filed with the Commission

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF LAVA CAP RESOURCES LTD.

RULING
(Section 73)

UPON the application of Lava Cap Resources Ltd. ("Lava Cap") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that a proposed issuance of its common shares, in the amounts and to the persons (collectively referred to as the "Creditors") set out in Appendix "A" annexed hereto, is not subject to sections 24 and 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it appearing to the Commission that:

1. Lava Cap is an Ontario corporation and is a reporting issuer under the Act not in default of any requirements of the Act or the regulations made thereunder (the "Regulations");
2. The authorized capital of Lava Cap consists of 10,000,000 common shares, of which 3,439,025 are currently issued and outstanding, and 1,000,000 special shares, none of which have been issued;
3. Lava Cap is indebted to the creditors and in the amounts set out in Appendix "A" annexed hereto;
4. Pursuant to agreements between Lava Cap and each of the Creditors, it is proposed that Lava Cap will satisfy the debts by issuing its common shares in the amounts also set out in Appendix "A" annexed hereto; and
5. Each of the Creditors is at arm's length from Lava Cap;

AND UPON being satisfied that to make this ruling would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to section 73 of the Act that the issuance by Lava Cap of its common shares to the Creditors and in the amounts set out in Appendix "A" annexed hereto in satisfaction of debts owed to those Creditors is not subject to sections 24 or 52 of the Act provided that:

1. The first trades in each of the common shares issued pursuant to this ruling shall be made in accordance with the provisions of subsection 71(5) of the Act and section 18a of the Regulations, as if such common shares had been acquired pursuant to one of the exemptions referred to in subsection 71(5) of the Act;
2. Lava Cap shall provide to each Creditor a copy of this ruling together with a statement (the "Statement") that as a consequence of this ruling certain protections, rights and remedies provided by the Act, including rights of rescission and damages, will be unavailable to the Creditors; and
3. Lava Cap shall obtain from each of the Creditors and shall file with the Commission a written acknowledgement that each Creditor:
 - (a) has received a copy of this ruling and of the Statement;
 - (b) is aware of the limitations imposed by this ruling upon the disposition by the Creditors of the common shares which are the subject of this ruling; and
 - (c) waives the protections, rights and remedies referred to in the Statement to the extent that they otherwise may have been available to the Creditors.

January 31, 1984.

"R. J. Kane"

"J. W. Blain"

Appendix "A"

<u>Creditor</u>	<u>Amount Due</u>	<u>Common Shares to be Issued</u>
Touche Ross & Company	\$79,660	26,553
Bennett, Jones	\$46,800	15,600
Jenkins & Gilchrist	\$30,750	10,250
Farber & Cohen	\$ 9,966	3,322

2.5 PROMPT OFFERING QUALIFICATION SYSTEM

IN THE MATTER OF
THE SECURITIES ACT, R.S.O. 1980
CHAPTER 466

AND

IN THE MATTER OF
A PROMPT OFFERING QUALIFICATION SYSTEM

ORDER
(Section 140)

UPON an application by the Director to the Ontario Securities Commission (the "Commission") pursuant to section 140 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") to amend an order of the Commission made under section 140 of the Act on December 16, 1982 (the "Order") A(1982)4 OSCB 425BA, which Order rescinded and replaced an order made by the Commission under section 73 of the Act on October 28, 1982 A(1982)4 OSCB 241BA, providing that section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus, with respect to distributions of securities effected in compliance with OSC Policy 5.6 entitled "Prompt Offering Qualification System" (formerly OSC Policy 3-67 and hereafter referred to as the "Policy"), to provide, inter alia, for the application of the Policy to securities exchange take-over bids involving, and secondary offerings of, the securities of qualified issuers and for the reinstatement of the requirement for the filing of the written consent of an "expert" who is named as having prepared or certified any part of a document specifically incorporated by reference in a short form prospectus or is named as having prepared or certified a report or valuation used in a document specifically incorporated by reference in a short form prospectus;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED pursuant to section 140 of the Act that the Order be rescinded and the following substituted therefor:

"UPON an application by the Director to the Ontario Securities Commission (the "Commission") for an order under section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus, with respect to distributions of securities effected in compliance with OSC Policy 5.6 entitled "Prompt Offering Qualification System" which is attached hereto as Schedule "A" (the "Policy");

AND UPON the Commission being of the opinion that to so order will, through the incorporation by reference of the permanent disclosure record for reporting issuers provided by the operation of the timely and continuous disclosure system under the Act together with the information required under the Policy specifically relating to the securities that are the subject of a distribution in compliance with the Policy, shorten the time periods and streamline the procedures by which issuers that qualify under the Policy may have access to the capital markets through a prospectus offering without reducing the existing benefits of investor protection or the degree and quality of disclosure to the public;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED pursuant to subsection 73(1) of the Act that section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus filed under section 52 of the Act, with respect to distributions of securities that are effected in compliance with the Policy provided that:

1. a preliminary short form prospectus and short form prospectus complying with the Policy are filed under section 52 of the Act pursuant to and in accordance with the Policy; and
2. the distribution of securities pursuant to a short form prospectus filed under section 52 of the Act shall otherwise comply with and be subject to the provisions of the Act."

February 3rd, 1984.

"Peter J. Dey"

"Keith E. Boast"

"J. W. Blain"

Attached Schedule "A" is reprinted in Chapter 5 of this edition of the OSC Bulletin at page 10.

2.6 EXEMPT PURCHASERS

2.6.1 ALLPAK LIMITED

2.6.2 THE RICHARD IVEY FOUNDATION

2.6.3 BELL CANADA PENSION FUND

EXEMPT PURCHASERS

ALLPAK LIMITED

The Commission granted recognition to Allpak Limited as an exempt purchaser under ss. 34(1)4 of the Securities Act, 1980, for the ensuing twelve months.

THE RICHARD IVEY FOUNDATION

The Commission granted recognition to The Richard Ivey Foundation as an exempt purchaser under ss. 34(1)4 of the Securities Act, 1980, for the ensuing twelve months.

BELL CANADA PENSION FUND

The Commission granted recognition to Bell Canada Pension Fund as an exempt purchaser under ss. 34(1)4 of the Securities Act, 1980, for the ensuing twelve months.

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS

3.1 DECISION OF THE DIRECTOR

3.1.1 LOKI RESOURCES INC.

3.1.2 FREDA RESOURCES INC.

3.1.3 EDDA RESOURCES INC.

3.1.4 ALBERICH RESOURCES INC.

IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF LOKI RESOURCES INC.

AND

IN THE MATTER OF FREDA RESOURCES INC.

AND

IN THE MATTER OF EDDA RESOURCES INC.

AND

IN THE MATTER OF ALBERICH RESOURCES INC.

DECISION OF THE DIRECTOR
(SECTION 60 (3))

Summary

Part XIV of the Act provides in section 52(2) that

"... (a) preliminary prospectus and a prospectus may be filed in accordance with this Part to enable the issuer to become a reporting issuer, notwithstanding the fact that no distribution is contemplated".

The filings which lead to this hearing raise the question whether it is in the public interest to issue receipts for such prospectuses where the issuer currently has no resources, properties or prospects and has no present intention to acquire any such. That question is answered in the negative.

Background

In 1983 preliminary prospectuses were filed under section 52(2) of the Act on behalf of Loki Resources Inc., Freda Resources Inc., Edda Resources Inc., and Alberich Resources Inc. (collectively, the "Issuers"). In each case, full disclosure was made of the recent incorporation of the Issuer, its nominal paid-in capital, that the Issuer had been inactive since its incorporation, currently had no resources, properties or prospects and that it had no present intention to acquire any exploration or development resource property. In their comments on these filings, staff of corporate finance branch enquired as to the purpose of the filings, given the existence of the facts last recited. The promoter's response was that reporting issuer status might make the Issuers better vehicles to acquire properties and for financing than private companies. The Act does not restrict access to reporting issuer status: no conditions are attached to the use of section 52(2). Staff observed that reporting issuer status is highly significant in the operation of the closed system under the Act (section 71) and raised the public interest question noted above. This hearing ensued.

The "Shelf Prospectus"

Review of the arguments advanced at the hearing and analysis of the issues raised has made it apparent that the relevant concepts are blurred by current terminology. Canadian texts, papers delivered at securities law seminars, and common parlance all employ the terms "non-offering" and "shelf" interchangeably in referring to filings under section 52(2). The term "shelf prospectus", in respect of a section 52(2) prospectus, is not helpful in that that term has come to connote filings with the Securities and Exchange Commission under Rule 415, the "shelf registration system". Rule 415, in combination with the SEC's short-form registration statements, is designed to afford flexibility for issuers and underwriters in structuring and timing public offerings. An issuer may register any amount of debt or equity securities that it reasonably expects to sell within a two year period and keep such registered securities "on the shelf" until market conditions are favourable. Issuers are thus enabled from time to time to price and immediately to sell any amount of the shelf-registered securities. The nearest Ontario counterpart to the SEC's shelf registration system is the Prompt Offering Qualification System: OSC Policy 5.6.

It is immediately apparent from this brief description of the SEC's shelf registration system that the term "shelf prospectus" is no longer apt for section 52(2) filings.

The "Non-offering Prospectus" and the Closed System

A review of the Canadian texts, articles in learned journals and seminar papers has not disclosed any substantial discussion of section 52(2) other than in Albioni, Ontario Securities Law, p.352:

"Subsection 52(2) permits an issuer to file a preliminary prospectus and a prospectus (a "non-offering" of "shelf" prospectus) notwithstanding the fact that no distribution is contemplated. The purpose of this provision is to enable the issuer to become a reporting issuer. A "reporting issuer" includes an issuer that has filed a prospectus and obtained a receipt therefor under the Act. After the transitional period, the resale restrictions in Part XVI will prevent the resale of securities acquired pursuant to many of the prospectus exemptions unless certain conditions are satisfied or a

prospectus is filed. One of these conditions is that the issuer must be a reporting issuer. Accordingly, issuers may want to use subsection 52(2) to attain the status of reporting issuer and in some cases create a secondary market for their issued securities, and in other cases, facilitate resales of securities acquired under certain prospectus exemptions. This status will, of course, result in additional responsibilities such as continuous disclosure under Part XVII".

Reporting issuer status is, of course, the key component of the closed system: sections 71(4)(a), 71(5)(a) and 71(7)(b). Howsoever that status is obtained, it must have subsisted for certain periods of time before the resale exemptions provided in section 71 became available. The underlying assumption is well stated in Johnston, Canadian Securities Regulation, p.233 (discussing Bill 20):

"The scheme places considerable reliance on the continuous disclosure system. It assumes that the information provided by this system, together with anytimely disclosure in the relevant period, will be absorbed and digested by research analysts, brokers and the financial news media, thus ensuring on an overall view adequate protection for resale purchasers."

Where, as in the case of the Issuers, there are neither assets to appraise nor business activities to evaluate, nor any present expectation of either assets or activities, the underlying assumption posited by Dr. Johnston is not met and the closed system cannot operate.

The foregoing analysis seems to be supported by the use actually made of section 52(2). A review of the seventeen non-offering prospectuses filed to date shows that all issuers (with a single exception) were carrying on an active business and had assets (ranging in book value from \$248,000 to \$6.1 billion) commensurate with the business carried on.

Decision

For the foregoing reasons it appears to me that it is not in the public interest to issue receipts for the prospectuses of the Issuers. In leaving this matter, I wish to thank counsel for their assistance and in particular to note that Mr. Erikson was completely frank and straightforward both in his dealings with staff and in his representations to me at the hearing. The promoter's purposes were creative. Mr. Erikson's conduct was entirely professional. This decision is not to be taken as in any way critical of those purposes or that conduct.

January 30, 1984.

"Charles Salter"

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 RESCINDING ORDERS

4.1.1 BENVAN HOLDINGS INC.

BENVAN HOLDINGS INC.

The cease trading order dated January 20, 1984, is/was rescinded January 30, 1984, the company being now up-to-date with its filings.

4.2 BELGIUM STANDARD LTD.

IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF BELGIUM STANDARD LTD.

RESCINDING ORDER
(Section 123)

UPON having made a Temporary Order dated December 29, 1983 that all trading in the shares of Belgium Standard Ltd. ("Belgium") should cease pursuant to s.123 of the Securities Act, R.S.O. 1980, c.466;

AND UPON having continued the said Temporary Order with the consent of Belgium on January 13, 1984;

AND UPON being of the opinion that to do so would be in the public interest;

IT IS ORDERED that the Temporary Order, as continued, be and the same is hereby rescinded effective Thursday, February 2, 1984.

February 2nd, 1984.

"Peter J. Dey"

"Keith E. Boast"

4.3 EXTENDING CEASE TRADING ORDERS

4.3.1 HEADWAY PROPERTY INVESTMENT 77-II

HEADWAY PROPERTY INVESTMENT 77-II

The cease trading order dated January 13, 1984, is/was continued January 27, 1984, pending the company complying with Part XVII of the Securities Act.

CHAPTER 5

POLICIES

5.1 PROMPT OFFERING QUALIFICATION SYSTEM

The following is a copy of revised Policy 5.6, attached as Schedule "A" to the Order published in Chapter 2, file 2.5 of this edition of the OSC Bulletin.

A. Introduction and Purpose

1. The current system of distributing additional securities of reporting issuers by a prospectus in Canada is one which requires repetition, in certain circumstances, of information concerning the issuer which has already been published and disseminated into the public trading markets. A reporting issuer is required to file with provincial and territorial securities commissions and administrators (the "Commissions" or individually a "Commission") on a timely basis material information concerning its business and affairs in accordance with the statutory continuous disclosure requirements of the various provincial and territorial securities acts and related investor disclosure legislation (referred to individually as the "Act") and the by-laws of the stock exchanges on which its shares are listed and posted for trading. This integrated and continuous disclosure system for reporting issuers provides a permanent disclosure record which comprises, in part, audited annual and unaudited interim financial statements, press releases, material change reports and proxy solicitation and information circular material. The public information disclosed through these continuous reporting requirements is available not only to security holders of the reporting issuers but is also available to investment dealers, brokers, research analysts, investment advisers and other users of financial information who are in a position to assess and filter such information for the benefit of investors generally. When such a reporting issuer, or a holder of the securities of such a reporting issuer to which the prospectus requirements apply (a "selling security holder"), desires to make a public offering of securities of the reporting issuer pursuant to a prospectus on a national basis, it must currently file a prospectus which includes, not only the information with respect to the securities proposed to be issued, but also the previously published information concerning the issuer and its business and affairs.

2. The prompt qualification system for the distribution of securities of senior reporting issuers is designed to shorten the time period and to streamline the procedures by which such issuers and selling security holders may have access to the Canadian capital markets through a prospectus offering without reducing the existing benefits of investor protection or the degree and quality of disclosure to the public and without increasing demands placed upon the personnel at the various Commissions.

3. The essence of the prompt qualification system is to integrate the offering document with previously published issuer-oriented information concerning the eligible senior reporting issuer that has already been made available to the public trading markets. This integration is to be achieved by incorporating such public information by reference into a short form prospectus at the time of the distribution by or on behalf of the issuer or a selling security holder of securities of the issuer.

4. It is the intention of the Commissions at meetings of the Canadian Securities Administrators ("CSA") to review the eligibility criteria of Clauses B.1(d) and (e) periodically and to consider amendments or adjustments based upon experience following the implementation of this Policy Statement.

5. For the purposes of distributing securities in Quebec pursuant to a short form prospectus under this Policy Statement, Commission des valeurs mobilières du Quebec will not require that the issuer satisfy the eligibility criteria of Clause B.1(e) and it has advised its Director not to exercise the authority under Paragraph B.3.

B. Eligible Reporting Issuers

1. To be eligible to make use of the prompt qualification system for the distribution by or on behalf of an issuer or a selling security holder of any of the securities of the issuer for cash by means of a short form prospectus in accordance with this Policy Statement, the issuer must satisfy the following criteria:

- (a) the issuer must be a reporting issuer under the Act for at least 36 calendar months prior to the date of the filing of its annual information form and, at the time of each such filing, not then in default of any requirement of the Act;
- (b) the reporting issuer must file an annual information form with the Commission director or securities administrator (referred to as the "Director") under each Act and thereafter a new annual information form in accordance with the requirements set forth in Section F;
- (c) the reporting issuer must not be in default of any requirement of the Act or the regulations at the time of the filing of the preliminary short form prospectus or the issuance of the receipt for the short form prospectus;

- (d) the reporting issuer must have an aggregate market value of common shares and, if applicable, non-voting equity shares and subordinate or restricted voting equity shares, but excluding preferred shares, (such common shares and equity shares being collectively referred to as "equity shares") listed and posted for trading on a stock exchange in Canada held by "non-insider" security holders of the issuer of \$100,000,000 or more, calculated in accordance with Paragraph B.2, during the last calendar month of the issuer's most recently completed financial year for which financial statements have been prepared and reported upon by the auditor of the issuer (hereinafter, except where the context otherwise requires, all references to a previous financial year of an issuer shall be deemed to refer to a previous financial year for which financial statements of such issuer have been prepared and reported upon by the auditor of the issuer); and
- (e) the reporting issuer and its consolidated subsidiaries must have either (i) consolidated shareholders' equity attributable to its issued equity shares of \$100,000,000 or more as at the end of its most recently completed financial year, or (ii) the issuer and its consolidated subsidiaries must have net income after tax of \$15,000,000 or more for two of the last three immediately preceding financial years of the issuer.

2. For the purposes of Clause B.1(d), the aggregate market value of the issuer's issued and outstanding equity shares shall be computed by multiplying (A) the total number of all classes of equity shares issued and outstanding as at the end of the issuer's most recently completed financial year held by security holders none of whom (together with their respective associates and affiliates) beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the issued and outstanding equity shares of the issuer by (B) the arithmetic average of the closing prices of its equity shares on that Canadian stock exchange on which such equity shares are principally traded for each of the trading days during the last calendar month of the issuer's most recently completed financial year.

3. Any of the securities of a reporting issuer that has satisfied the eligibility criteria set forth in

Paragraph B.2 may, at the option of the issuer, be qualified for distribution for cash by or on behalf of the issuer or a selling security holder through the filing with, and acceptance for filing by, the Commission of a short form prospectus in accordance with this Policy Statement. Notwithstanding that a reporting issuer has complied with the applicable eligibility criteria set forth in Paragraph B.1 and the other provisions of this Policy Statement, a Director may notify such a reporting issuer in writing (including by telex) that the Director may not issue a receipt for a short form prospectus that may be subsequently filed under the Act by the reporting issuer or a selling security holder pursuant to this Policy Statement. Any such notification by a Director shall include or be accompanied by a summary of the reasons that appear to the Director as constituting a basis under the Act for a refusal to issue a receipt for a short form prospectus. Such notification shall also provide, in accordance with the applicable provisions of the Act or otherwise, an opportunity for the reporting issuer to be heard by the Director within two business days from the issuance of such notice. A Director who exercises his authority under this section will also advise the directors of the other Commissions by telex as soon as practicable following the issuance of such a notice to a reporting issuer.

C. Alternative Qualification Criteria for Certain Issues of Debt Securities and Preferred Shares

1. There will be reporting issuers which meet the eligibility criteria set forth in Paragraph B.1 other than Clauses (d) or (e), or both of them, and who are issuers of high quality non-convertible debt securities or non-convertible preferred shares. The short form prospectus system may be used to distribute the non-convertible debt securities or non-convertible preferred shares of such a reporting issuer in accordance with this Policy Statement where the issuer satisfies the criteria set forth in Clauses B.1(a), (b) and (c) provided that:

- (a) at the time of the filing of the issuer's annual information form, the issuer had non-convertible debt securities or non-convertible preferred shares issued and outstanding which, at that time, at least one of the statistical rating organizations listed in the Schedule to this Policy Statement (a "Rating Organization") had rated in one of the generic rating categories

applicable to debt securities or preferred shares, as the case may be, set opposite the Rating Organization's name (an "Approved Rating"); and

- (b) at the time of the filing of the preliminary short form prospectus with respect to a proposed distribution of non-convertible debt securities or non-convertible preferred shares, the securities proposed to be issued had received an Approved Rating, on a provisional basis, by at least one Rating Organization.

2. In order for a debt security or preferred share to be non-convertible, the rights and attributes attaching to such a security cannot include any right or option to purchase, convert or exchange or otherwise acquire any equity shares of the issuer, or of any other issuer, or any other security which itself has a right to purchase, convert or exchange or otherwise acquire any equity shares of the issuer or of any other issuer.

3. In addition to the provisions of Paragraph C.1, non-convertible debt securities of an issuer that is not a reporting issuer, or of an issuer that has been a reporting issuer for less than 36 calendar months, may be distributed pursuant to a short form prospectus in accordance with this Policy Statement provided that:

- (a) such debt securities are unconditionally guaranteed as to principal and interest by a reporting issuer that satisfies the eligibility criteria set forth in Clauses B.1(a), (b) and (c);
- (b) at the time of the filing of the preliminary short form prospectus, non-convertible debt securities of the guarantor were outstanding which had an Approved Rating by at least one Rating Organization; and
- (c) at the time of the filing of the preliminary short form prospectus, the securities proposed to be distributed had received an Approved Rating, on a provisional basis, by at least one Rating Organization.

D. Amalgamations, Mergers and Reorganizations

1. The securities of a reporting issuer continuing from an amalgamation, merger or other form or reorganization

may be qualified for distribution under a short form prospectus in accordance with this Policy Statement and, in such a case, the following provisions shall also be applicable:

- (a) for the purpose of satisfying the eligibility criteria of Clause B.1(a), at least one of the amalgamating, merging or reorganizing issuers shall have been a reporting issuer under the Act for at least 36 calendar months prior to the amalgamation, merger or reorganization and none of such issuers shall be in default of any requirement of the Act or the regulations made under the Act at the time thereof, and the reporting issuer continuing from the amalgamation, merger or reorganization shall be considered, for the purposes of Clause B.1(a), to have been a reporting issuer under the Act for 36 calendar months; and
- (b) for the purpose of satisfying the eligibility criteria of Clauses B.1(d) and (e), at least one of the amalgamating, merging or reorganizing issuers shall have been a reporting issuer that satisfied the eligibility criteria of Clauses B.1(d) and (e) prior to the amalgamation, merger or reorganization, and the reporting issuer continuing from the amalgamation, merger or reorganization shall be considered to satisfy the requirements of Clauses B.1(d) and (e), respectively, where:
 - (1) such continuing reporting issuer meets the requirements of Clause B.1(d) on the basis of the arithmetic average of the closing prices of its issued and outstanding equity shares for the 10 trading days prior to the filing of its annual information form pursuant to Paragraph D.2 or, where the Director has waived the filing of an annual information form pursuant to Paragraph D.2, for the 10 trading days prior to the filing of the certificate required by Paragraph F.2; and
 - (11) such continuing reporting issuer meets the requirements of Clause B.1(e) on the basis of pro forma consolidated and combined financial statements of the amalgamating, merging or reorganizing issuers and their respective consolidated subsidiaries giving effect to the amalgamation, merger or reorganization.

2. A reporting issuer continuing from an amalgamation, merger or other form of reorganization must file an annual information form under Clause B.1(b), which shall be subject to the review and acceptance for filing procedures of Paragraph F.4, notwithstanding that one or all of the amalgamating, merging or reorganizing issuers may have previously filed an annual information form or forms, unless the filing of such annual information form by the continuing reporting issuer is waived by the Director.

E. Securities Exchange Take-over Bid

1. Where a take-over bid provides that the consideration for the securities of the offeree company is to be, in whole or in part, securities of an eligible senior reporting issuer, the offeror may comply with the take-over bid circular requirements of the Act by including the information to be included in a short form prospectus under this Policy Statement in the take-over bid circular filed with the Commission.

F. Annual Information Form

1. A reporting issuer satisfying the appropriate eligibility criteria set forth in Paragraphs B.1 or C.1 may file with the Director an annual information form prepared and certified in accordance with Appendix A. The first annual information form and any supporting material may be filed pursuant to National Policy 1 whereupon the prospectus clearance procedures referred to therein, will apply, mutatis mutandis, to clearance of the first annual information form.

2. Whether or not the reporting issuer elects to file the first annual information form pursuant to National Policy 1, the first annual information form submitted by a reporting issuer to the Commission for filing under this Policy Statement shall be subject to acceptance for filing by the Director with such amendments or additions thereto, if any, as the Director considers necessary in order to comply with the requirements set out in Appendix A and notification of such acceptance shall be provided to the reporting issuer by the Director in writing.

3. In order to comply with the requirements of Clause B.1(d), a reporting issuer that files an annual information form must thereafter file with the Director a new annual information form prepared and certified in accordance with Appendix A within 140 days from the end of each financial year of the reporting issuer. Annual information forms not filed within this 140 day period shall be subject to the review and acceptance for filing procedures of Paragraphs F.1 and F.2 of this Policy Statement.

4. An annual information form filed with the Director by a reporting issuer shall be accompanied by a certificate executed on behalf of the reporting issuer by two senior officers of the reporting issuer under seal that the reporting issuer satisfies the criteria of Clause B.1(a) and either Clauses B.1(d) and (e) or Clause C.1(a), as the case may be, at the time of filing of such form.

5. The annual information form shall also be accompanied by an undertaking of the reporting issuer to the Commission to provide to any person or company, upon request to the secretary of the reporting issuer:

- (a) when the securities of the reporting issuer are in the course of a distribution pursuant to a short form prospectus or a preliminary short form prospectus has been filed in respect of a proposed distribution of its securities,

- (i) one copy of the latest annual information form, together with one copy of any document, or the pertinent pages of any document, incorporated therein by reference, filed with the Director under this Policy Statement;

"This is a preliminary short form prospectus relating to these securities, a copy of which has been filed with [insert names of province and territories in which the preliminary short form prospectus has been filed] but which has not yet become final for the purpose of a distribution to the public. Information contained herein is subject to completion or amendment. These securities may not be sold to, nor may offers to buy be accepted from, residents of such jurisdictions prior to the time a receipt for the final short form prospectus is obtained from the appropriate securities commission or other regulatory authority."

3. Where any solicitor, auditor, accountant, engineer, appraiser or any other person or company whose profession gives authority to a statement made by him is named in a document specifically incorporated by reference in a short form prospectus as having prepared or certified any part of the document specifically incorporated by reference in the short form prospectus, or is named as having prepared or certified a report or valuation used in a document specifically incorporated by reference in a short form prospectus, the written consent of the person or company to being so named and to such use of the report or valuation shall be filed not later than the time the short form prospectus is filed. In Ontario, section 23 of the regulations under the Securities Act (Ontario) shall apply mutatis mutandis to such a consent as if it were required to be filed pursuant to subsection (1) thereof.

4. Where a preliminary short form prospectus is filed in respect of a proposed distribution of preferred shares of debt securities having a term to maturity in excess of one year, the reporting issuer or selling security holder shall file with the preliminary short form prospectus an explanation of the manner by which the statements of asset coverage and earnings coverage are to be calculated.

5. Any statement contained in a document incorporated or deemed to be incorporated by reference in a short form prospectus shall be deemed to be modified or superseded for purposes of the short form prospectus to the extent that a statement contained in the short form prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference modifies or replaces such statement. The modifying or superseding statement may, but need not, state that it has modified or superseded a prior statement or include any other information set forth in the document which is not so modified or superseded. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation or an untrue statement of a material fact or an omission to state a material fact necessary to make a statement not misleading. Any statements so modified shall not be deemed in its unmodified form to constitute part of the short form prospectus.

6. Nothing in this Policy Statement shall be construed to provide relief from liability arising under the provisions of the Act of each province or territory in which the short form prospectus is filed where the short form prospectus contains an untrue statement of a material fact or omits to state a material fact that is required to be stated therein or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

H. Filing Procedures for Short Form Prospectus

1. A preliminary short form prospectus and short form prospectus and supporting material are to be filed pursuant to National Policy 1 and the prospectus clearance procedures referred to therein, except as set out in Paragraph H.2, will be applicable. A reporting issuer or selling security holder that files a preliminary short form prospectus under this Policy Statement shall be deemed to consent to the issuance by the Director of a receipt for its short form prospectus in accordance with the timing provisions of Paragraph H.2. Where a Director exercises his authority under Paragraph B.3 of this Policy Statement, the timing provisions of Paragraph H.2 may not be applicable with respect to the filing in his province or territory.

2. The principal jurisdiction will provide by telex any comments on the contents of the preliminary short form prospectus (but excluding any comments on the material incorporated in the preliminary short form prospectus by reference) to the other Commissions involved, as well as to the reporting issuer or selling security holder making the filing, within the third working day following the filing of the preliminary short form prospectus with the principal jurisdiction. Within two working days from the day of receipt of the comments, if any, from the principal jurisdiction, the other Commissions will furnish the Director in the principal jurisdiction by telex with any additional comments they may have on the contents of the preliminary short form prospectus. In the event that the principal jurisdiction receives no comments from any other Commission within such additional two working day period, it will be assumed that such Commissions will accept the filing of the short form prospectus in final form. The Commission considers that it may, where appropriate, issue a final receipt prior to the expiration of the 10 day waiting period prescribed by the Act. Notwithstanding the foregoing, where, in the opinion of the Director, the proposed offering is too complex to be adequately reviewed within the prescribed time periods the time periods set out in National Policy No. 1 shall apply.

SCHEDULE

<u>Rating Organization*</u>	<u>Approved Rating</u>	
	<u>Debt</u>	<u>Preferred</u>
CBRS Limited	A++; A+ or A	P1 or P2
Dominion Bond Rating Service Limited	AAA, AA or A	AAA, AA or A
Moody's Investors Service	Aaa, Aa or A	AAA, AA-1 AA-2
Standard & Poor's Corporation	AAA, AA or A	AAA, AA or A

*The CSA may recognize other statistical rating organizations and Approved Rating categories for the purposes of this Policy Statement.

APPENDIX A

Annual Information Form

Any information called for by this form may, at the issuer's option, be incorporated by reference in an annual information form from the issuer's annual report furnished to its security holders and filed with the Commission or from the issuer's information circular filed under the Act which involves the election of directors if such annual report and information circular are filed with the Commission not later than 140 days after the end of the issuer's most recently completed financial year covered by this annual information form.

Matter incorporated by reference in an annual information form shall be clearly identified in the reference by page, paragraph, caption or otherwise. Where only certain pages of a document are incorporated by reference, the document from which the material is taken shall be clearly identified in the reference. An express statement that the specified matter is incorporated by reference shall be made at the particular place in the annual information form where the information is required. Matter shall not be incorporated by reference in any case where such incorporation would render the annual information form incomplete, unclear or otherwise confusing.

Item 1 - Name and Incorporation of Issuer

1. State the full name of the issuer and the address of the head office and principal office.
2. State the laws under which the issuer was incorporated, organized or otherwise established and whether incorporated, organized or otherwise established by articles of incorporation or otherwise and the date on which the issuer came into existence. If the issuer is not a company, give the material details of its form of organization and structure.
3. If material, state whether the constating documents of the issuer have been amended.

Item 2 - Business and Property

1. Briefly describe the business carried on and intended to be carried on by the issuer and its subsidiaries and the general development of the business. If the business consists of the production for distribution of different kinds of products or the rendering of different kinds of services, indicate, insofar as material and practicable, the principal products or services.
2. Include the business of subsidiaries of the issuer only insofar as is necessary to understand the character and development of the business conducted by the combined enterprise.
3. In describing developments, information shall be given as to matters including the nature and results of material reorganizations of the issuer or any of its material subsidiaries, the acquisition or disposition of any material amount of assets otherwise in the ordinary course of business and any material changes in the mode of conducting the business of the issuer or its subsidiaries.
4. State briefly the location and general character of the materially important physical properties of the issuer and its subsidiaries, including buildings and plants. Briefly describe the nature of any major encumbrance on any such property or the nature of the title to property if it is not freehold. Detailed descriptions of the physical characteristics of individual properties or legal descriptions are not required.
5. In the case of a natural resource issuer, other than an oil or gas issuer, material information should be given as to production, mineral deposits, reserves of proven, probable or possible ore (including estimated tonnage and grade of each such class of ore reserves), locations of and size of properties, exploration and development of the properties and the nature of the right to hold or operate the properties of the issuer and its subsidiaries as at the end of the last financial year of the issuer.
6. In the case of an oil or gas issuer, material information should be given as to
 - (a) the quantity and type of the estimated net proved and developed reserves, net proved undeveloped reserves and net probable additional reserves of

crude oil, natural gas and natural gas liquids of the issuer and its subsidiaries as of the end of the last financial year of the issuer,

- (b) the net crude oil, natural gas liquids and natural gas production of the issuer and its subsidiaries, including the interest of the issuer and its subsidiaries in the production of others, during each of the last two financial years of the issuer,
- (c) the number of wells the issuer and its subsidiaries have drilled or participated in the drilling of during each of the last two financial years of the issuer, the number of such wells completed as oil producing wells, gas producing wells and as dry holes and the amount expended by the issuer and its subsidiaries during each such two years on drilling and exploration activities,
- (d) important oil and gas properties, plants, facilities and installations owned, leased or held under option by the issuer and its subsidiaries as at the end of its last completed financial year,
- (e) the location, by fields, if possible, of all producing wells and non-unitized wells capable of producing in which the issuer and its subsidiaries have an interest as at the end of the issuer's last completed financial year, including the interest of the issuer and its subsidiaries expressed in terms of net wells separately for oil wells and gas wells,
- (f) with respect to interests in properties on which no producing wells have been drilled, the gross acreage in which the issuer and its subsidiaries have an interest as at the end of the issuer's last completed financial year and the interest of the issuer and its subsidiaries expressed in terms of net leasable acreage and the geographical location of such acreage.

7. If estimates of reserves are represented as being based on estimates prepared or reviewed by independent consultants, those independent consultants should be named. If estimates of reserves are referred to, the Director may request that a copy of the full report of the engineer or other expert or consultant who estimated the reserves be subsequently furnished to the Director as supplemental information and not as material filed as part of this form.

Item 3 - Summary of Financial Information

1. Furnish in summary form the following financial information for the issuer and its subsidiaries on a consolidated basis:

- (a) for each of the last five financial years of the issuer:
 - (i) net sales or operating revenue;
 - (ii) income or loss before extraordinary items, including on a per common share and fully diluted per common share basis;
 - (iii) total assets;
 - (iv) total long-term debt and redeemable preferred shares;
 - (v) dividends per common share; and
 - (vi) net income, including on a per common share and fully diluted per common share basis; and .
- (b) for each of the last eight quarterly periods of the issuer, the information referred to in subclauses (a) (i), (ii) and (vi) above.

2. Briefly describe, or cross-reference to a discussion thereof, factors such as accounting changes, business combinations or dispositions of business operations that materially affect the comparability of the information reflected in the summary financial information.

Item 4 - Analysis of Financial Position and Results of Operations

1. Explain to the extent reasonably practicable any substantial variations, both favourable and adverse, in the issuer's income statements, statements of changes in financial position and balance sheets for the past two years.

2. In addition, discuss the ability of the issuer and its subsidiaries to generate, both internally and externally, adequate amounts of cash to fulfill the cash requirements of the issuer and its subsidiaries during the current financial year. In particular, comment on the requirements, demands or commitments of the issuer and its subsidiaries for working capital, capital expenditures, repayment of debt and dividend payments.

Item 5 - Market for the Securities of the Issuer

Identify the exchange or exchanges on which the issuer's securities are listed and posted for trading.

Item 6 - Dividends

State the frequency and amount of any dividends declared during the past two completed financial years of the issuer and briefly describe any restriction on the issuer's present or future ability to declare or pay dividends.

Item 7 - Subsidiaries of the Issuer

1. Furnish a list of each subsidiary, other than inactive subsidiaries, of the issuer, indicating the jurisdiction under the laws of which it was organized and the percentage of voting securities owned by the issuer.
2. A subsidiary, other than a subsidiary whose gross assets on a consolidated basis exceed \$10,000,000, may be omitted if (i) the assets of the subsidiary or the investment in and advances to the subsidiary by the issuer and the issuer's other subsidiaries do not exceed 10% of the issuer's assets on a consolidated basis, (ii) the sales and operating revenues of the subsidiary do not exceed 10% of the sales and operating revenues of the issuer on a consolidated basis; and (iii) the unnamed subsidiaries considered in the aggregate as a single subsidiary would satisfy the conditions in (i) and (ii) if the reference therein to 10% were replaced by 20%.

Item 8 - Directors and Officers

1. List the names and municipality of residence for all the directors and officers of the issuer and indicate their respective principal occupations within the five preceding years.
2. State the period or periods during which each director has served as a director and state when the term of office of each director will expire.
3. State the percentage of securities of each class of voting securities of the issuer or any subsidiary thereof beneficially owned, directly or indirectly, or over

Item 4 - Summary Description of Business

Provide a brief summary of the business carried on and intended to be carried on by the issuer and its subsidiaries.

Item 5 - Share and Loan Capital Structure

Describe any material change in, and the effect thereof on, the share and loan capital of the issuer, on a consolidated basis, since the date of the comparative financial statements for the issuer's last completed financial year filed with the Commission.

Item 6 - Use of Proceeds

State the estimated net proceeds to be derived by the issuer from the sale of the securities to be offered, the principal purposes for which the net proceeds are intended to be used and the approximate amount intended to be used for each purpose.

Item 7 - Plan of Distribution

1. If the securities being offered are to be sold through underwriters, give the names of the underwriters, state briefly the nature of the underwriters obligation, including the particulars of any "market out" clause to take up and pay for the securities and indicate the date by which the underwriters are to purchase the securities.

2. Outline briefly the plan of distribution of any securities being offered that are to be offered otherwise than through underwriters. Where there is a "best efforts" offering, indicate, where practicable, on the cover page the minimum amount, if any, required to be raised, and also indicate, where practicable, the maximum amount that could be raised and the latest date that the offering is to remain open. Where there is a "best efforts" offering and a minimum amount is required to be raised, provide that the subscription funds will be held by an independent trustee until the minimum amount is received and, if not received, that the subscription funds will be returned to the investor and briefly describe such arrangements.

3. If the issuer or selling security holder or any of the underwriters knows or has reason to believe that there

is an intention to over-allot or that the price of any security may be stabilized to facilitate the offering of the securities proposed to be distributed, set forth a statement substantially to the following effect:

"In connection with this offering, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of [identify the securities] at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time."

Item 8 - Market for Securities

Identify on the cover page of the short form prospectus the exchange or exchanges upon which the issuer's securities proposed to be distributed are traded, if any.

Item 9 - Asset and Income Coverage

Furnish the results of the calculations for asset coverage and earnings coverage in summary form where required in connection with an issue of debt securities having a term to maturity in excess of one year or an issue of preferred shares.

Item 10 - Details of the Offering

1. If shares are being offered, state the description or the designation of the class of shares offered and furnish information concerning all material attributes and characteristics including, without limiting the generality of the foregoing, dividend rights, voting rights, liquidation or distribution rights, pre-emptive rights, conversion rights, redemption, purchase or cancellation or surrender provisions, sinking or purchase fund provisions, liability to further calls or to assessment, and provisions as to modification, amendment or variation of any such rights or provisions. If the rights of holders of such shares may be modified otherwise than in accordance with the provisions attaching to the shares or to the provisions of the governing statute relating thereto, so state and briefly explain.

2. If obligations are being offered, give a brief summary of the material attributes and characteristics of the indebtedness and the security therefor, if any, including without limiting the generality of the foregoing, provisions with respect to interest rate, maturity, redemption other retirement, sinking fund and conversion rights, the nature and priority of any security for the obligations with a brief identification of the principal properties subject to lien or charge, provisions permitting or restricting the issuance of additional securities, the incurring of additional indebtedness and other material negative covenants (including restrictions against payment of dividends, restrictions against giving security on the assets of the issuer or its subsidiaries) and provisions as to the release or substitution of assets securing the obligations, the modification of the terms of the security and similar provisions, the name of the trustee under any indenture relating to the obligations and the nature of any material relationship between the trustee and the issuer or any of its affiliates, and indicate any financial arrangements between the issuer and any of its affiliates or among its affiliates that could affect the security for the indebtedness.

3. If securities other than shares or obligations are being offered describe fully the rights evidenced thereby.

Item 11 - Selling Security Holder

If any of the securities being offered are to be offered for the account of a security holder, name such security holder and state the number or amount of the securities owned by him, the number or amount to be offered for his account, and the number or amount to be owned by him after the offering.

Item 12 - Documents Incorporated by Reference

1. The documents set forth below shall be specifically incorporated by reference in the short form prospectus by means of a statement to that effect in the prospectus listing all such documents:

- (a) the issuer's latest annual information form,
- (b) material change reports (excluding confidential reports), interim financial statements, financial statements for the issuer's last completed

financial year, together with the report of the auditor thereon, and information circulars filed by the issuer pursuant to the requirements of the Act and the regulations since the commencement of the issuer's financial year in which the issuer's latest annual information form was filed.

2. The short form prospectus shall also state that documents referred to above subsequently filed by the issuer pursuant to the requirements of the Act and the regulations, after the date of the short form prospectus and prior to the termination of the offering, shall be deemed to be incorporated by reference into the short form prospectus.

Item 13 - Other Material Facts

Give particulars of any other material facts relating to the securities proposed to be offered and not disclosed pursuant to the foregoing items or pursuant to the documents referred to in item 12 incorporated by reference into the short form prospectus.

Item 14 - Statutory Rights of Withdrawal and Rescission

The short form prospectus shall contain a statement of withdrawal and rescission rights in the following form:

"Securities legislation in certain of the provinces provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser but such remedies must be exercised by the purchaser within the time limit prescribed by the securities legislation of his province or territory. The purchaser should refer to any applicable provisions of the securities legislation of his province

or territory for the particulars of these rights or consult with a legal adviser."

Item 15 - Certificates

1. The preliminary short form prospectus and short form prospectus shall contain a certificate in the following form signed by the chief executive officer, the chief financial officer, and, on behalf of the board of directors of the issuer, any two directors of the issuer, other than the foregoing, duly authorized to sign:

"The foregoing, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities laws of [insert names of provinces and territories in which qualified]."

2. Where there is an underwriter, the preliminary short form prospectus and the short form prospectus shall contain a certificate in the following form signed by the underwriter or underwriters who, with respect to the securities offered by the prospectus, are in a contractual relationship with the issuer:

"To the best of our knowledge, information and belief, the foregoing, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities laws of [insert names of provinces and territories in which qualified]."

APPENDIX C

IN THE MATTER OF
THE SECURITIES ACT, R.S.O. 1980
CHAPTER 466

AND

IN THE MATTER OF
A PROMPT OFFERING QUALIFICATION SYSTEM

O R D E R
(Section 140)

UPON an application by the Director to the Ontario Securities Commission (the "Commission") pursuant to section 140 of the Securities Act, R.S.O. 1980, c.466 (the "Act") to amend an order of the Commission made under section 140 of the Act on December 16, 1982 (the "Order") [(1982)4 OSCB 425B], which Order rescinded and replaced an order made by the Commission under section 73 of the Act on October 28, 1982 [(1982)4 OSCB 241B], providing that section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus, with respect to distributions of securities effected in compliance with OSC Policy 5.6 entitled "Prompt Offering Qualification System" (formerly OSC Policy 3-67 and hereafter referred to as the "Policy"), to provide, inter alia, for the application of the Policy to securities exchange take-over bids involving, and secondary offerings of, the securities of qualified issuers and for the reinstatement of the requirement for the filing of the written consent of an "expert" who is named as having prepared or certified any part of a document specifically incorporated by reference in a short form prospectus or is named as having prepared or certified a report or valuation used in a document specifically incorporated by reference in a short form prospectus;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED pursuant to section 140 of the Act that the Order be rescinded and the following substituted therefor:

"UPON an application by the Director to the Ontario Securities Commission (the "Commission") for an order under section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that section 52 of the Act shall not apply, insofar only as that section concerns the form and

content of a preliminary prospectus and a prospectus, with respect to distributions of securities effected in compliance with OSC Policy 5.6 entitled "Prompt Offering Qualification System" which is attached hereto as Schedule "A" (the "Policy");

AND UPON the Commission being of the opinion that to so order will, through the incorporation by reference of the permanent disclosure record for reporting issuers provided by the operation of the timely and continuous disclosure system under the Act together with the information required under the Policy specifically relating to the securities that are the subject of a distribution in compliance with the Policy, shorten the time periods and streamline the procedures by which issuers that qualify under the Policy may have access to the capital markets through a prospectus offering without reducing the existing benefits of investor protection or the degree and quality of disclosure to the public;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED pursuant to subsection 73(1) of the Act that:

1. section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus filed under section 52 of the Act, with respect to distributions of securities that are effected in compliance with the Policy provided that a preliminary short form prospectus and short form prospectus complying with the Policy are filed under section 52 of the Act pursuant to and in accordance with the Policy; and

2. the distribution of securities pursuant to a short form prospectus filed under section 52 of the Act shall otherwise comply with and be subject to the provisions of the Act."

DATED AT TORONTO this day of January, 1984.

CHAPTER 6

REQUESTS FOR COMMENTS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 7

INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP

(appearing after the name reported)

- | | |
|------|---|
| "B" | - Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding. |
| "D" | - Director of principal reporting issuer. |
| "DI" | - Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer. |
| "K" | - Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer. |
| "S" | - Senior Officer of principal reporting issuer. |
| "SI" | - Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer. |

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|-----------|----------------------------|-----|------------------------------|
| No Symbol | - purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL IN	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
AMCA INTERNATIONAL LIMITED	Burian, Robert J.	Securities	S	--	IR			
	Reynolds, John J.		S	--	IR			
ABERFORD RESOURCES LTD	Dionne, Dennis V.	Common	S	Jan/84		800		1300
ABITIBI-PRICE INC.	McGibbon, James I.	Common	S	Jan/84 Jan/84	X	837	800	97
ACCORD RESOURCES INC.	Erikson, Glen H. (Consolidation of Shares)	Common	DSB	Jan/84	V		100000	100001
ALBERTA ENERGY COMPANY LTD.	Bwint, Derek S.	Common	SI	--				
	Savings Plan			1983	I	383		1102
ALCAN ALUMINUM LIMITED	Bwint, Derek S.	Option	SI	Jan/84		1000		1000
	Carstairs, Harold L.	Securities	S	--	IR			
	Eustace, Dudley G.	Common	S	--	IR			33
	McEvoy, Herbert S.		S	Dec/83 Dec/83	X T	355 1		591
ALGOMA CENTRAL RAILWAY	Hennigar, David J.	Common		1983	T	4		123
ALGOMA STEEL CORPORATION LIMITED, THE	Zimmerman, Adam H.	Preferred	D	--				
AMERICAN CHROMIUM LIMITED	Merman Holdings Ltd.			--	IR1			100
	Blackstock, William J. Amended	Class A	D	--				40000
ASAMERA INC.		Class B		Sept/83		25000		35000
ATCO LTD.	De Cheverry, D. Jane	Common	S	Jan/84	X	1000		2000
	Richardson, Cameron S.	Class I	DS	Jan/84 Jan/84	E	3400	3400	26100
ATLANTIC RICHFIELD COMPANY		Class II		Jan/84	E		3400	14800
	Edwards, Howard L. Amended Capital Accumulation Plan	Common	S	--	IR			383
			--	--	IR1			187

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ATLANTIC RICHFIELD COMPANY (Continued)	Edwards, Howard L. Amended Savings Plan	Common	S	DATE				
BANK OF MONTREAL	Alexander, David D.	Common	S	--	IR1			1482
	Alton, Thomas R. Share Ownership Program Profit Sharing Plan		S	--	IR			46
				--	IR1			30
				--	IR1			15
	Baird, Charles F. Stock Dividend Plan		D	--				3000 751
				1983	T 1	268		
	Barth, Bernard C. (Direct & Indirect)		S	1983		173		1012
	Graham, Morris A.		S	1983	T	142		565
				Apr/83			1000	
	Harvie, Donald S.		D	Feb/83	T	97		
				May/83	T	83		
				Aug/83	T	97		
				Nov/83	T	100		5288
	Hogg, Eric S.		S	1983	T	155		646
	Holmes, Ross Stock Purchase Plan		S	--				
			1983	1	163		762	
Howe, Bruce I.		D	Feb/83	T	30			
			May/83	T	25			
			Aug/83	T	30			
			Nov/83	T	31		1631	
Mannix, Ronald N.		D	1983	T	216		4350	
Normand, Robert J.		S	Nov/83	T	7			
			Dec/83		133		1576	
Rolland, Lucien G.		D	1983	T	272		3801	
Rourke, Glenn R.		S	1983	T	159		813	
Scalf, Gordon W. Share Ownership Program		S	1983	T	3		40	
			1983	T 1	162		851	
Stranks, Reginald J.		S	--		IR		851	
Taylor, Allan		S	--					

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BANK OF MONTREAL (Continued)	Taylor, Allan Employee Share Plan	Common	S	1983	I	156		661
	Thompson, Gordon M.		S	1983	T	155		759
	Willis, Donald F.		S	1983	T	162		1233
BEAUFORT EXPLORATION LIMITED	Lambert, Allen T.	Class A Common	D	Dec/83	R		1000	---
		Class A Pref.		Dec/83	R		1000	---
BELL CANADA ENTERPRISES INC.	Jarvis, Daniel O.	Common	S	--	IR			159
	Stansby, Anthony G. Reinvestment and Stock Purchase Plan		SI	--				
BLAZEDALE RESOURCES INC.	VTL Venture Equities Ltd.	Common	B	Oct/83	T I	38		720
				Dec/83	IR		100000	---
BONANZA RESOURCES LTD.	Ismond, Wesley G.	Special		--	IR			500000
BRAMALEA LIMITED	Field, Kenneth E. "Amendment to Totals in Jan. 20, 1984 Bulletin" Share Purchase Plans Other Indirects	Common	DS	--				1851668
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	Frisch, John F.	Common	DISI	Dec/83	X	8900		8900
	Pittfield, Ward C.		D	--	IR			1000
BRITISH COLUMBIA TELEPHONE COMPANY	Waddell, Stuart Wife	Ordinary	S	Jan/84	X	7030		15616 800
	Champion, Donald W.		S	--				
	DRP ESP			1983 1983	I I	86 200		137 712
	Heenan, Terence F. Dividend Reinvestment Plan	Common	S	--				25
	MacFarlane, Gordon F.		DS	--	T I	9		80
								1036

REPORTING ISSUER	INSIDER	SECURITY	REL'N DS	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BRITISH COLUMBIA TELEPHONE COMPANY (Continued)	MacFarlane, Gordon F. Dividend Reinvestment Plan	Common						
CAE INDUSTRIES LTD.	Anderson, William M.	Common		1983	T 1	93		93
				D Jun/83	T	609		
				Sept/83	T	502		
				Dec/83	T	414		139229
	Cavadias, N. B.		SI	1983	T	688		42903
	Creighton, John D. Spouse		D	1983	T	26		1975
			--	--	1			330
	Pitfield, Ward C.		D	Mar/83	T	27		
				Jun/83	T	23		
				Sept/83	T	19		
				Dec/83	T	15		5312
OCL INDUSTRIES INC.	Gnat, Albert ATL Financial Services Inc.	Class B	DS	--				
				Jan/84	1		10000	88000
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Ghert, Bernard I.	Common	DS	Ja/84	X	49998		441894
				Ja/84	X	8333		55469
CAL-DATALINE CORPORATION	Kondrat, Arnold T. Premor Financial Corp.	Preference Series A						
		Common	DSB	--				
				Jan/84	1	317165		321108
CAMINDEX MINES LIMITED	McCoy, Wayne A. Amended Bywood Holdings Limited Spouse	Common	D	--				228014
				Aug/83	1	5000		223164
				Sept/83	1	10000		75200
				--	1			
CAMPEAU CORPORATION	Gillaspie, Clark W. Stock Purchase Plan	Subordinate Voting	S	Dec/83	M	1125		1881
				Dec/83	M 1		1125	24552
	Partington, Terry Stock Purchase Plan		S	Dec/83	M	1283		2146
				Dec/83	M 1		1283	28056
CANADA CEMENT LAFARGE LTD.	Costantini, Dominic J. Amended	Exchangeable Preference	S	Jan/84	X	187		407
	Lavigne, Hubert		S	Jan/84	X	214		531

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADA CEMENT LAFARGE LTD. (Continued)	Masson, Gordon F.	Exchangeable Preference	S	Jun/83	E		486	
				Jan/84	X	187		1287
	Murdoch, Robert W.		S	Jan/84	X	267		268
	Schotch, George		S	Dec/83	E		1105	
	Controlled			Jan/84	X	214		2716
				Jan/84	X	1450		1450
CANADA DEVELOPMENT CORPORATION	Cote, Pierre	Common	D	1983	T	717		5589
	Estate Jules H. Cote		--	--	I			200
	Hampson, H. Anthony		D	1983	T	337		1887
	Lamontagne, Mary S.		D	1983	T	30		105
	Maislin, Sydney		D	1983	T	593		2583
	Moreau, Maurice		D	1983	T	328		1068
	Stanley, David C. H.		DI	Jan/83	T	244		
				Apr/83	T	263		
				Jul/83	T	225		
				Oct/83	T	219		1488
CAMRECO INC.	Buell, Jr. Edward J.	Common	D	--	IR			575000
CANADA TRUSTCO MORTGAGE COMPANY, THE	Stoll, Leonard W.	Common	S	Jan/84	T	13		412
CANADAX RESOURCES LIMITED	McEwan, Vincent	Common	DS	Dec/83		3500		6000
CANADIAN CORPORATE MANAGEMENT COMPANY LIMITED	Bonnycastle, L. C.	Preferred	D	1983	T	448		
	Rodruss Holdings Limited			1983	R		448	---
	Gordon, Duncan L.			1983	T	14408		---
	Indirect Holding			1983	R		14408	
	Gordon, Walter L.		D	1983	T	31908		
				1983	R		35000	70186
				1983	T	18000		18000
			D	1983	X	29024		
				1983	R		35048	11262
CANADIAN GENERAL INVESTMENTS LIMITED	Meighen, Maxwell C. G.	Common	DS	DISI 1983	T	1637		302918

REPORTING ISSUER	INSIDER	SECURITY	REL'N DS DISI	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN GENERAL INVESTMENTS LIMITED (Continued)	Meighen, Maxwell C. G. 385793 Ontario Ltd.	Common		1983	T 1	114		2338
	Telimax Ltd.			--	1			71900
	Pittfield, Ward C.			D Mar/83	T	14		
				Jun/83	T	16		
				Sept/83	T	15		
				Dec/83	T	14		1235
CANADIAN IMPERIAL BANK OF COMMERCE	MacLean, John D.	Common		S Jan/84		2000		
				Dec/83		500		2500
	Moysey, Arthur W.			S Jan/84		1500		2000
	Myers, John A.			S Jan/84		1500		1520
	Nowers, Alan P.			S Jan/84		2000		2000
CANADIAN INVESTMENT FUND, LTD.	Pare, Paul L.	Special		D 1983	T	14		514
CANADIAN MARCONI COMPANY	Filiatrault, Claude	Common		S Jan/84		200		200
CANADIAN OCCIDENTAL PETROLEUM LTD.	Brunner, Johannes J.	Common		S 1983		1737		14040
CANADIAN PACIFIC LIMITED	Canadian Pacific Limited	7 1/2% Series A		1983 1983	R	160385	160385	---
CANADIAN TIRE CORPORATION LIMITED	Barron, Alex E.	Class A		DS Dec/83	V	47904		
				Jan/84			10000	41880
	Setnor, Barry			S Jan/84			1779	37966
CANADIAN UTILITIES LIMITED	Atco Ltd. Trust Agreement Subsidiaries	Class A		B -- Jun/83	M 1 1		4450000	---
				--				13578552
	Atco Ltd. Trust Agreement Subsidiaries	Class B		B -- Jun/83	M 1 1		4450000	---
				--				13578552
	Choate, Robert H.	Class A		S Dec/83		400		1167
		Class B		Dec/83		400		733
	Fisher, A. John L.	Class A		DS Jan/84	X	467		1835

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN UTILITIES LIMITED (Continued)	Fisher, A. John L.	Class B	DS	DATE Jan/84	X	467	1835	
	Frey, J. Richard	Class A	S	Dec/83		381		650
		Class B		Dec/83		381		650
	Lock, Robert G.	Class A	DS	Dec/83		381		381
		Class B		Dec/83		381		381
	Wood, Desmond P.	2nd Preferred Series H	SI	--	IR			1000
CANBRA FOODS LTD.	Hockin, John D. Wife's RRSP	Common	DSI	-- Jan/84	I		2500	100
CAPITAL CABLE TV LTD.	Shaw, James R. Indirect Holdings	Class A	DS	-- Dec/83 Jan/84	I I	1000 500		308000 289100
CELANESE CANADA INC.	Monton, Luis G. Savings Plan	Common	S	-- Aug/83 Aug/83 Nov/83	I I I		400	2415
CENTRAL TRUST COMPANY	MacFarlane, Horace R.	Common	D	Jan/83 Apr/83 Jul/83 Oct/83		104 84 77 81		4767
	Robertson, George B.		D	1983	T	670		4236
	Slaunwhite, Gerald N.		S	--	IR			10
CHATEAU STORES OF CANADA LTD.	Koloshuk, Victor	Securities	D	--	IR			--
CHESS-CLARION 1980-81 EXPLORATION PROGRAM	Roxy Petroleum Ltd.	Units	B	--	IR			359
CHESTER MINERALS LIMITED	Booth, Verner M. Syncline Resources Inc.	Common	DS	-- Jan/84	I	200000		200000
	Torrance, Lincoln	Securities	D	--	IR			--
	Young, Bruce Superior Corporate Services Ltd.	Common	B	--				--
			--	--	IR1			200000

REPORTING ISSUER	INSIDER	SECURITY	REL'N B	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CHESTER MINERALS LIMITED (Continued)	Young, Bruce Superior Corporate Services Ltd.	Common		Jan/84	1		200000	---
CHRYSLER CORPORATION	Stewart, Ronald L. ESOP Trust	Common	S	--				
			S	Nov/83	1	20		93
CLAIBORNE INDUSTRIES LIMITED	Boyd, John M. Lesjon Holdings Ltd.	Common	DS	Dec/83		500		40548 148096
				--	1			
COLECO INDUSTRIES, INC	Yoseloff, Mark L.	Common	S	Dec/83	G		200	83800
COMAPLEX RESOURCES INTERNATIONAL LTD.	Pyke, Murray W.	Common	DS	Jan/84			1000	120646
COMINCO LTD.	Canadian Pacific Limited	\$2.00 Preferred	B	1983 1983	R	65900	65900	---
COMPUTALOG GEARHART LTD.	Dawson, Walter A. Daughter Perfco Investment Ltd. RRSP Wife	Common	S	--				
				Jan/84	1	300		300
				--	1			575800
				--	1			1000
				--	1			2500
COMPUTER INNOVATIONS DISTRI- BUTION INC.	Bryson, Gary	Common	DI	--				
	Canada Trust Company			Dec/83	1	3334		3334
	Burron, Bart Canada Trust Company		DI	--				
				Dec/83	1	1667		1667
	Levy, Don Canada Trust Company		S	--				
				Dec/83	1	1000		2022 1000
	Munro, Wayne Canada Trust Company		S	--				
				--	IR1			667
	Neil, Allan Canada Trust Company		DI	--				
				Dec/83	1	1500		1500
	Pullen, Christopher Canada Trust Company		DI	--				
				Dec/83	1	1833		1833
	Reid, Peter Canada Trust Company		DI	--				
				Mar/83	1	2500		2500
	Savoia, Eileen Canada Trust Company		S	--				
				Dec/83	1	666		666

REPORTING ISSUER	INSIDER	SECURITY	REL'N DATE	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
EAGLET MINES LIMITED (Continued)	Ashton, John M. Amended	Common	D	Dec/83			1783	82117
	Essery, W. E. Amended		S	Aug/83		2000		
ENEXCO INTERNATIONAL LIMITED	Armstrong, G. Arnold	Common		Oct/83		2000		6000
			D	Dec/83	X	100000		
				Dec/83	E	31505		
				Dec/83			29200	160365
	Sale, Gorge		D	Dec/83	X	5000		
				Dec/83			2000	3500
FATHOM OCEANOLOGY LIMITED	Federal Business Development Bank	Common	B	Jan/84			317000	---
FORD MOTOR COMPANY	Halstead, Lloyd L.	Common	S	Dec/83	V	87		261
	Mitchell, William P. Spouse		DISI	--				
				Jan/84	I		6000	---
	Petrauskas, Helen O.		S	Dec/83	V	246		739
FRANCO-NEVADA MINING CORPORATION LIMITED	McCreery, Owen	Warrants	DI	--				
	RRSP			Jan/84	I		23000	---
FRASER INC.	Belyea, Peter M. Stock Purchase Plan	Common	S	1983	T	19		1913
				--	I			300
	Cox, Kenneth V.		D	1983	T	2		224
	Allison Enterprises			1983	T I	2		240
	Fisher, John P. Stock Purchase Plan Trust		DS	1983	T	347		32994
				--	I			13500
				--	I			800
	Frazee, Rowland C. Amended		D	1983	T	3		289
	Hennigar, David J. Forest Lane Holdings		D	1983	T	8		742
				--	I			14
	Hicks, Bruce W. Stock Purchase Plan		S	1983	T	16		1648
				--	I			750
GAZ METROPOLITAIN, INC.	Bui-Quang, Hung	Securities	S	--	IR			---

REPORTING ISSUER	INSIDER	SECURITY	REL'N DSK	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CONSUMERS DISTRIBUTING COMPANY LIMITED (Continued)	Fogler, Lloyd S. D. Jellogg Management Limited Trusts	Class A		Jan/84 --	E 1 1	3333		3333 829600
	Fogler, Lloyd S. D. Jellogg Management Limited Trusts	Class B	DSK	--				4000
				Jan/84 --	E 1 1	6666		6666 1659200
CONSUMERS' GAS COMPANY LTD., THE	Harris, William B.	Warrants		D Jun/83			5000	5000
CONTINENTAL GROUP INC., THE	Donahue, Donald J. Trust	Common		DS Dec/83 --	T 1	11		7531 1000
CORRIDA OILS LTD.	Wellhauser, Frederic J.	Common		DS Jan/84		23257		453664
COSEKA RESOURCES LIMITED	Kutney, Peter R.	Common		D Dec/83			25000	148057
COTTON VALLEY RESOURCES INC.	Applegath, Albert W.	Common		DS Dec/83			276667	40000
CROWN INC.	Livergant, Harold L. Indirect Holdings	Class A	S	-- Dec/83 Dec/83	E 1 1	100000	100000	8365 1125
	Livergant, Harold L. Indirect Holdings	Common	S	-- Dec/83	E 1		100000	215689 60029
DOFASCO INC.	Lindsey, David A.	Class B Common		S Dec/83	T	339		35517
	Van Zuiden, Thomas	Class A Common		S Oct/83	T	6		1511
DOME PETROLEUM LIMITED	Watson, George W. Indirect Holding	Common		S Jan/84 --		2000		3650 527
DOMINION TEXTILE INC.	Perowne, Ronald H.	Common		DS Jan/84			500	9580
DORSET RESOURCES LTD.	Hagel, Norman E.	Common		S Dec/83		10000		70000
DYLEX LIMITED	Maklin, Mickey	Class A		S Jan/84			550	6650
EAGLET MINES LIMITED	Ashton, John M. Amended	Common		D Apr/83			1000	
				Jul/83 Aug/83 Sept/83 Oct/83			1000 1350 1000 1500	

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR SOLD OR ACQUIRED	MONTH-END HOLDINGS
GENERAL MOTORS CORPORATION (Continued)	Warren, Jr. Alfred S. Savings Stock Purchase Program Trust	Common	S				
				--	I		3324
				--	I		11
	Waters, Jr. James F. Savings Stock Purchase Program		S	Jan/84	C	475	3883
GENSTAR CORPORATION	Franck, August A. Stock Dividend Plan	Common	D	--			2549
GERMAN HOUSE TORONTO INC.	Bergmann, Herbert K.	Common	D	--	IR	989	44000 2386
GOLDLUND MINES LIMITED	Campbell, John L.	Common	D	Sept/83		1000	4000
GRANITE CAPITAL DEVELOPMENT CORPORATION	Burkman, Harry R.	Securities	D	--	IR		4030
	Nestor, John		D	--	IR		--
	Stonehouse, Robert W. Eagle Creek Investments Limited	Common	DS	--			--
	Stonehouse, Robert W. Eagle Creek Investments Limited	Special	DS	--	IRI		1
GREY GOOSE CORPORATION LIMITED	Needler, Laurence	Pref. "B"	DI	--			25000
	Fairway Heights Investments Ltd.			Jan/84	I		--
GULF & WESTERN INDUSTRIES, INC.	Harrison, Jr. Thomas E.	Common	S	Dec/83	G	133	437
HALLIBURTON COMPANY	Cruikshank, Thomas H.	Common	DS	Dec/83	G	200	55000
	Harbin, John P.		D	Dec/83		2632	134681
	Miller, Jack W.		S	Dec/83	G	775 100	13365
	Nuland, James G.		S	Dec/83		200	3539
HAMILTON GROUP LIMITED, THE	Young, David M.	Class B	D	Dec/83		30000	30236

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GAZ METROPOLITAIN, INC. (Continued)	Caille, Andre Amended	Common	S	1983		471		914
	Caussignac, Jacques Amended		S	--	IR			2163
	Gagnon, Roger Amended		S	--	IR			4092
	Gravino, Nicolas		S	--	IR			294
GENDIS INC. (SEE 369532)	Cohen, Charles F.	Class A	SI	Jan/84			1	---
GENERAL MOTORS CORPORATION	Czapor, Edward P. Savings Stock Purchase Program Other Indirect	Common	S	Jan/84	C	545		4168
				1983	I	466		4859
				--	I			2508
	MacKinnon, William P. Amended Savings Stock Purchase Program		S	Nov/83	X	720		3884
				--	I			643
	McPherson, Donald H. Wife Savings Stock Purchase Program		S	Jan/84 Jan/84 Jan/84	G C G I	75 640	75	18361 ---
				--	I			4759
	Pender, Paul D. Wife Children Savings Stock Purchase Program		S	Jan/84 -- -- --	C I I I	735		19126 340 128
				--	I			4134
	Smith, F. Alan Stock Purchase Program Wife as Custodian Wife		S	Jan/84 -- -- --	C I I I	605		9037 4141 255 32
				Nov/83			150	152
	Stempel, Robert C. Savings Stock Purchase Program Wife			-- --	I I			1088 160
	Warren, Jr. Alfred S. Wife		S	Jan/84 --	C I	259		2112 39

REPORTING ISSUER	INSIDER	SECURITY	REL.'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INNOCENT INC.	Livingstone, Robert D.	Common	S	--	IR			28571
	Morehead, John R.	Securities	S	--	IR			--
	Ostler, Glen R.		DI	--	IR			--
	Shields, Robert E.		DI	--	IR			--
	Valcourt, Ronald		S	--	IR			--
INTERNATIONAL BUSINESS MACHINES CORPORATION	McKittrick, Jr. Charles E.	Capital	S	Dec/83	G	100		11282
	Wife			--	I			132
	Pfeiffer, Jr. Ralph A.		S	Dec/83 Jan/84		6800		
	Wife			--	I	2600		24569
				--	I			80
INTERNORTH INC.	Sawtell, Stephen M.	Common	S	Jan/84	X	1500		4000
	Trusted Investment Plan			--	I			6341
	Other Indirect			--	I			726
*INVERNESS PETROLEUM LTD.	Schulich, Seymour	Common	DI	Jan/84 Jan/84	E	8320		--
JONPOL EXPLORATIONS LIMITED	Brodie-Brown, Peter M.	Common	D	Jun/83	X	10000		
	Amended			Jun/83				
KEG RESTAURANTS LTD.	Benda, Louis B.	Common	S	--		10000		6000
	Indirect Holdings			Dec/83	I	12500		12533
	Capozzi, Harold P.	Class A Non-Voting	D	Oct/83		3500		34925
	Indirect Holdings			Oct/83	I	35080		--
KERR ADDISON MINES LIMITED	Bayer, Ian D.	Common	DS	1983	T	298		9827
KERR-MCGEE CORPORATION	Kerr, Jr. Robert S.	Common	D	--				21313
	Trustee			Dec/83	I	1900		70700
	Wife			--	I			120
LA VERENDRYE MANAGEMENT CORPORATION	Doyon, Fernand	Common Class A	S	Dec/83		250		2141

REPORTING ISSUER	INSIDER	SECURITY	REL'N DATE	THANS DATE	TYPE	BOUGHT OR SOLD OR ACQUIRED	MONTH-END HOLDINGS
HUDSON BAY MINES LIMITED, THE	Taylor, Richard A. H.	Common	D	--	IR		88600
HUSKY OIL LTD.	Flynn, Peter C. RRSP	Common	SI	--	IR1		200
IMASCO LIMITED	Begin, Robert C. Benefit Plan	Common	DI	--	IR		1100
				--	IR1		873
	De Jaeger, Francine Savings Plan		DI	1983		7	369
				--	I		80
	Rousseau, Louise		DI	1983	T	22	
				1983	M		4
							823
	Tahhan, Rita		S	1983	T	11	431
INDEPENDENCE PETROLEUMS INC.	Dawson, Graham R. G. R. Dawson Holdings Ltd.	Common	DS	--			
				Dec/83	E I	735474	923753
	Dawson, Graham R.	Convertible Shares	DS	--			
	G. R. Dawson Holdings Ltd.			Dec/83	E I	245158	---
	Dawson, Graham R.	Series A Warrants	DS	--			
	G. R. Dawson Holdings Ltd.			Dec/83	E I	245158	---
	Dawson, Graham R.	Series B Warrants	DS	--			
	G. R. Dawson Holdings Ltd.			Dec/83	E I	245158	---
	Segal, Joseph Kingswood Capital Corporation Ltd.	Common	D	Dec/83	E	735474	785274
				--	I		188279
	Segal, Joseph	Convertible Shares	D	Dec/83	E		---
						245158	---
		Series A Warrants		Dec/83	E		---
		Series B Warrants		Dec/83	E		---

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
JOHN LABATT LIMITED (Continued)	Luba, Robert W. Executive Share Option Plan - 79 Other Indirect	Common	S	Jan/84 --	1 1		2368	26058 51000
	McCuaig, Robert B.		DI	Jan/84	X	3200		3200
	Morgan, John F.		DI	Jan/84			2200	---
	Ronald, John F. Executive Share Option Plan - 75 Other Indirect		S	Jan/84		1200		2400
				Jan/84 --	1 1		1200	1200 52631
	Saint-Pierre, Guy Executive Share Option Plan Other Indirect		S	Jan/84		900		6900
				Jan/84 --	1 1		900	9892 50666
	Taylor, George S. Executive Share Option Plan - 75 Executive Share Option Plan - 79 Executive Share Purchase Plan		S	Jan/84		1682		1682
				Jan/84	1		114	572
				Jan/84	1		1568	17258
				--	1			50000
	Wilson, Gerald E. Executive Share Option Plan - 75 RRSP		S	Jan/84		714		5888
				Jan/84 --	1 1		714	2322 1148
LAC MINERALS LTD	Rodrigues, Hazel L.	Common	S	Jan/84			400	1100
	Wade, Edward J.		S	Jan/84			3000	---
LAFARGE CORPORATION	Cameron, William H. J.	CCL Ex. Pref.	SI	Jan/84		187		647
	Costantini, Dominic J.		S	Jan/84 -- Jan/84	X IR	187 187		397 220 407
	Gentles, R. Gary		SI	Jan/84	X	214		389
	Lavigne, Hubert		S	Jan/84		214		531
	Masson, Gordon F.		SI	Jun/83 Jan/84	E		487	1287

REPORTING ISSUER	INSIDER	SECURITY	REL'N DATE	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LAFARGE CORPORATION (Continued)	Masson, Gordon F.	Common	SI	Jun/83	E	607		607
	Maze, James R.	OCL Ex. Pref.	SI	Jan/84		214		396
	Messier, Pierre		SI	Jan/84		187		1152
	Murdoch, Robert W.		SI	Jan/84		267		268
	Schotch, George		SI	Jan/84		214		2716
LAIDLAW TRANSPORTATION LIMITED	Needler, Laurence J. Fairway Heights Invest. Ltd.	Class A	D DISI	--				
				Jan/84	I	220000		1063360
	Needler, Laurence J. Fairway Heights Invest. Ltd.	Class B	D DISI	--				
				Jan/84	I		154000	63500
	Webster, Victor A.	Class A	DISI	Dec/83		1200		3200
LAMBDA MERCANTILE CORPORATION	Agasee, Leslie	Common	SI	--	IR			1250
		Preferred Option		--	IR			12500
	Mori, Gordon		SI	--	IR			12500
LANPAR TECHNOLOGIES INC.	Dickie, Robert G.	Common	S	Jan/84	X	11250		33750
		Options		Jan/84	X		11250	13125
	Klump, Raymond A.	Common	S	Jan/84			2100	500
	Tierney, T. Kirkwood		S	Jan/84	X	7500		15000
		Options		Jan/84	X		7500	13125
LAURIER LIFE INSURANCE COMPANY Osouf, Serge		Common	D	--	IR			25
	Tillaart, Theodoor V.		D	--	IR			25
LEIGH INSTRUMENTS LIMITED	Caisse de depot et placement du Quebec	Common	B	Feb/83		870600		870600
		Warrants		Feb/83		435300		435300
LENORA EXPLORATIONS LTD.	Kasner, Robert J.	Common	DS	Jan/84		80000		

REPORTING ISSUER	INSIDER	SECURITY	REL'N DATE	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LENORA EXPLORATIONS LTD. (Continued)	Kasner, Robert J.	Common	DS	Jan/84			6500	374130
LITTLE LONG LAC GOLD MINES LIMITED	Moore, Donald	Common	D	Dec/83			5000	8500
	Wade, Edward J.	Common	S	Jan/84	X	2500		
				Jan/84			2500	
LOCHIEL EXPLORATION LTD.	Major, William J.	Class A	D	Dec/83			5000	17508
		Junior Pref. Series C		Dec/83		2250		2250
LOBO GOLD & RESOURCES INC.	Cooper, Murray	Common	D	--	IR			1
LOGISTEC CORPORATION	Harding, Michael B.	Common	D	Jan/84		700		3000
LUMONICS INC.	Nilson, John A.	Common	S	Jan/84 Jan/84 Jan/84		636 18000	636	36000
LUNEL ENTERPRISES INC.	Sutton Management Limited	Class A Special	B	Dec/83		33976		60829
MDS HEALTH GROUP LIMITED	Anderson, William	Common		Dec/83		10302		3889704
		Class B Non-Voting	D	Dec/83			2500	10692
MICC INVESTMENTS LIMITED	Corrigan, Harold	Common	D	Dec/83	T	187		3936
	Stein, Michael L.		S	Dec/83	T	20		220
MACKENZIE FINANCIAL CORPORATION	Christ, Alexander	Common	DS	Jan/84			99900	1300000
	Crerar, William G.		DS	Jan/84			49900	160000
	Finlay, John R. John R. Finlay Limited		D	-- 1983	I		22900	159700
MACMILLAN BLOEDEL LIMITED	O'Donnell, James F.		DS	Jan/84			49900	200000
	Ainscough, G. L. Share Purchase Plan	Common	S	-- Dec/83	I	59		547 1430
	Dickinson, J. G.		S	--				610

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED (Continued)	Dickinson, J. G. Share Purchase Plan	Common	S	Dec/83	1	33		273
	Dowsley, D. A. Share Purchase Plan		S	-- Dec/83	1	76		1886
	Ferguson, G. M. Share Purchase Plan		S	-- Dec/83	1	18		236
	Findlay, R. B. Share Purchase Plan		S	-- Dec/83	1	47		144
	Finkbeiner, J. C. Share Purchase Plan		S	-- Dec/83	1	34		71
	Fliesbach, H. Share Purchase Plan		S	-- Dec/83	1	26		112
	Forgacs, O. L. Share Purchase Plan		S	-- Dec/83	1	60		1350 756
	Forstrom, S. W. Share Purchase Plan		S	-- Dec/83	1	74		780 1405
	Grunder, A. Share Purchase Plan		S	-- Dec/83	1	47		85
	Holden, D. H. Share Purchase Plan		S	-- Dec/83	1	53		1209
	Howard, J. L. Share Purchase Plan		S	-- Dec/83	1	85		2225 965
	Johncox, G. H. Share Purchase Plan		S	-- Dec/83	1	57		500 1122
	Knudsen, C. C. Share Purchase Plan		S	-- Dec/83	1	52		2695
	Lauritzen, E. Share Purchase Plan		S	-- Dec/83	1	47		656
	Lawson, J. Share Purchase Plan		S	-- Dec/83	1	67		534
	Legg, E. G. Share Purchase Plan		S	-- Dec/83	1	26		525 412
	MacFayden, R. D.		S	--				488

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED (Continued)	MacFayden, R. D. Share Purchase Plan Trustee	Common	S	Dec/83 --	1 1	37		453 288
	Matthews, R. V. Share Purchase Plan		S	-- Dec/83	1	48		630
	McLauchlin, D. L. Share Purchase Plan		S	-- Dec/83 Dec/83	1 1	81	150	171
	Moonen, F. H. Share Purchase Plan		S	-- Dec/83	1	54		1283
	Rogers, J. S. Share Purchase Plan		S	-- Dec/83	1	55		1997 571
	Ross, J. St. C. Share Purchase Plan		S	-- Dec/83	1	94		1750 1890
	Smith, R. V. Share Purchase Plan		S	-- Dec/83	1	145		3052 2016
	St. John, D. W. Share Purchase Plan		S	-- Dec/83	1	48		1128
	Towill, G. J. Share Purchase Plan		S	-- Dec/83	1	56		1300 611
	Wiewel, R. N. Share Purchase Plan		S	-- Dec/83	1	107		1640 2554
	Wishart, George Share Purchase Plan		S	-- --	1R1			162
	Worthy, V. R. Share Purchase Plan		S	-- Dec/83	1	75		1616
	Zimmerman, Adam H. Amended RRSP		DISI	--				
MADISON OILS LIMITED	Fischbuch, Norman R. Fischbuch Consultants Ltd.	Common	D	-- --	T 1 IR1	11		1126 356784
MAGNA INTERNATIONAL INC.	Colburn, John B.	Class A	S	Dec/83		50		450
MAJESTIC CONTRACTORS LIMITED	Harrison, Norman A.	Common	S	Jan/84		15999		15999

REPORTING ISSUER MAJESTIC CONTRACTORS LIMITED (Continued)	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR SOLD OR		MONTH-END HOLDINGS
						ACQUIRED	DISPOSED	
	Nash, James G.	Common	S	Jan/84	X	15999		
MCDONALD'S CORPORATION	Schmitt, Edward H.	Common	DS	Dec/83	X	10000	15999	---
MERCANTILE BANK OF CANADA, THE	Abramovitch, Sam	Common	D	--	IR			15264
								1000
MERLAND EXPLORATIONS LIMITED	Youck, Frederick A.	Common	S	Dec/83		631		635
	RRSP		--	--	I			6226
METALORE RESOURCES LIMITED	McVicar, John C.	Common	D	--				2700
	Read - McVicar Limited		Dec/83	I		1000		7000
MIDLAND DOHERTY FINANCIAL CORPORATION	O'Connor, Jr. William J.	Common	DS	Jan/84		800		
	RRSP		Jan/84	M		3000	3000	133200
	Scott, Alistair		Jan/84	M	I			3000
	Amended		SI	Nov/83		300		17418
	RRSP		--	--	I			350
MOBIL CORPORATION	Tucker, Richard F.	Common	D	Dec/83	Q	700		18544
	Woods, Lawrence M.		D	Dec/83	Q		3142	27130
	Daughter		--	--	I			1064
MONARCH INVESTMENTS LIMITED	Standard Life Assurance Company, The	Common	B	--				
	Indirect Holdings		Dec/83	F	I	142135		852810
MOORE CORPORATION LIMITED	Goodrich, Maurice K.	Common	S	1984			1	25
	Light, Walter F.		D	1983	T	2		102
MURPHY OIL COMPANY LTD.	Farquharson, Robert G.	Common	DS	--	I	172		2000
	Savings Plan		1983					1636
	Spurgeon, Ernest S.		S	--	I			1109
	Savings Plan		1983		I	104		800
	Trusts		--	--	I			
NABISCO BRANDS, INC.	McGovern, John B.	Common	S	Dec/83			2000	3926
	Welch, Jr. James O.		DS	Dec/83	G		189	21694

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NABISCO BRANDS, INC. (Continued)	Welch, Jr. James O. Wife Other Indirect	Common	DS	-- --	1 1			1000 98532
NATIONAL BANK OF CANADA	Baribault, Thomas J. Amended	Ordinary	S	Nov/83		346		1548
NATIONAL TRUST COMPANY, LIMITED	Despres, Robert	Common	D	1983	T	1		176
	McKendy, John S.		S	Dec/83 Jan/84 Jan/84 Dec/83 Jan/84	M M M M M		60 60 80	280
	HRSP					80 60		120
NEW YORK OILS LIMITED	Ekstrom, Brian S. Brian Ekstrom Management Ltd.	Common	DSB	--				
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	Henry, Charles W. Spouse	Class A	S	--	1	46800		1226742
	Ryan, Aidan F. Family		S	Dec/83	1	20		304
NORANDA MINES LIMITED	Corlett, Gary H.	Common		Dec/83	1	66		1700 1290
	Fowler, Peter L.		S	1983 Jan/84	T	186	1000 550	2550 2000
	Hendrick, Keith C.		S	1983	T	562	1000	11384
NORCEN ENERGY RESOURCES LIMITED	Courtois, Edmond J.	Non-Voting Ordinary	D	1983	T	1		28113
		Voting Ordinary		1983	T	1		317
NORTH FRONT LIMITED PARTNERSHIP, THE	A.M.D. Investments Ltd.	Units	B	--	IR			180
	Sharpe, Joan Ann		DI	--	IR			10
NORTHWEST SPORTS ENTERPRISES LTD.	Webster, Peter W.	Common	D	--	IR			100
NOVA, AN ALBERTA CORPORATION	Dennis, Joan A.	Common	S	1983		1834		15055

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS 2017
NOVA, AN ALBERTA CORPORATION (Continued)	Flynn, Peter C.	Common	S	--	IR			
	RRSP			--	IR1			100
	Flynn, Peter C. Power of Attorney	Preferred	S	--	IR			200
				--	IR1			200
	Hall, Dianne Ivy Savings Plan	Common	S	--		1610		7680 1610
	1983							
	Pearson, Hugh J. S. RRSP	12% Pfd. Cv	DS	--			500	
				Jan/84	G 1			
				Jan/84	1	2000		7500
	Pearson, Hugh J. S. RRSP	Class A	DS	--				2280
				Jan/84	1		8865	---
	Schmidt, Robert W.	Common	S	1983		1788		4788
	Simpson, Bruce W.		S	1983		3915		53119
	Snyder, Robert B.		S	1983		508		4837
OAKWOOD PETROLEUMS LTD.	Brown, Curt W.	Class A	S	1983		253		15370
		Common		1983		1171		16288
OCCIDENTAL PETROLEUM CORPORATION	Evans, Jr. Clifford S.	Securities	S	--	IR			---
ONTEX RESOURCES LIMITED	Hansen, Lloyd Les Other Indirect	Common	S	Jan/84		500		6500 2500
OSHAWA GROUP LIMITED, THE	Manojlov, Matilda	Class A	S	1983		85		2770
	Wolfe, Harold J.	DSB	DSB	1983		25030		71477
				--				
	Lishar Investments Limited			1983		3410		144043
	Owl Realty Limited			1983		485		20498
PARKLAND INDUSTRIES LTD.	Donald, Jack C. Wife	Common	DSB	--	IR			401923
	Parkland Properties Ltd			--	IR1			61300
				--	IR1			255560
	Donald, Joan M.	DSSI	DSSI	--	IR			61300
	Parkland Properties Ltd			--	IR1			255560

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PEMBINA RESOURCES LIMITED	Boechler, Douglas V.	Common	S	1983		500		7940
	Burch, Barrie C.		S	--				221
	Employee Savings Plan			1983		601		2422
				Nov/83	I	2000		
				Dec/83	I		400	1600
	Cooper, John L. D.		S	1983		163		1735
	Employee Savings Plan			Nov/83	M I	1000		
				Nov/83	M I		1000	--
	Ladouceur, Philip R.		S	1983		492		4848
	Maxwell, James L.		S	1983		360		714
	Employee Savings Plan			Oct/83	M I	557		
				Oct/83	M I		557	--
PHILLIPS PETROLEUM COMPANY	Davison, Joseph W.	Common	S	--				
	Smith Barney, Harris Upham			Dec/83	G I		125	283
PLACER DEVELOPMENT LIMITED	Bailey, Douglas G.	Common	S	1983		104		104
	Needham, Robert			1983		7		3507
	Stock Purchase Plan			1983	I	79		604
POTTER DISTILLERIES LTD	Terry, Frank L.	Class A	DS	Jan/84			500	29370
	Other Indirect			--	I			259455
PROVIGO INC.	Belanger, Marcel	Common	D	Jan/84			650	6330
	St-Germain, Guy		S	1981		800		
	Placements Laugerma Inc			Jul/81		700		1500
				Nov/83	I	2700		4200
				Jan/84	I	4000		8200
	Wagner, Wayne A.		S	Dec/83		124		124
QUAKER OATS COMPANY, THE	Grant, Jon K.	Common	S	Jan/84	X	6300		6400
	Rhodes, Hedric E.		S	Jan/84		1200		3255
	Stuart, Jr. Robert D.		DS	Dec/83	X	2495	1505	89804
				Dec/83	G		1409	
				Dec/83	Z			
				Dec/83	Z I		1409	
	In Trust			Nov/83	Z I	925		24715

REPORTING ISSUER QUEBEC-TELEPHONE	INSIDER	SECURITY	REL'N DATE	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
	Belzile, Herve	Common	D Jan/84			8		437
	Bouchard, Ghislain		S Jan/84			24		1087
	Duchesne, Robert		S Jan/84			7		373
	Laroche, Gilles		S Jan/84			22		1176
	Panet-Raymond, Bernard		S Jan/84			15		791
	Sirois, Raymond		DS Jan/84			175		9244
	Soucy, Simon		S Jan/84			15		3380
REED STENHOUSE COMPANIES LIMITED	Harvey, Harry J.	Common	S --					17929
	Personal Holding Company			Jan/84	1		20000	3500
REGAL GOLDFIELDS LIMITED	Bannerman, Douglas E. Other Indirect	Common	DSB Dec/83	--	1	100000		203000 5244000
REICHOLD LIMITED	Shields, Brian W.	Common	DS 1983			5		252
RENAISSANCE ENERGY LTD.	Matthews, Wilmot L. Amended Other Indirect	Common	D Dec/83			32900		108106
			--		1			53093
REVENUE PROPERTIES COMPANY LIMITED	Habstrust Inc.	Class B	B Jan/84				14400	2021792
			Jan/84				5900	2015892
			Jan/84				3000	2012819
			Jan/84				71000	1941892
ROCKWELL INTERNATIONAL CORPORATION	dePalma, Robert A.	Common	DS Jan/84		Z	9537		
			Jan/84		X	5800		31863
	Hamilton, Jr. William J.		S Jan/84		X	2000		
			Jan/84		Z	8856		21576
	Loeser, Edward A.		S Jan/84			7493		20693
	Petok, Samuel		S Jan/84		Z	4768		11998
ROYAL BANK OF CANADA, THE	Anderson, Donald S.	Common	D 1983			413		6451
	Bell, Thomas J.		D 1983			871		8910

REPORTING ISSUER
ROYAL BANK OF CANADA, THE
(Continued)

INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
Bisaillon, Guy J.	Common	S	1983		48		1040
Camire, J. H. G.		S	1983		376		533
Farrow, Gomer E.		S	1983 1983		18	668	168
Feeney, Gordon J.		S	1983		310		1916
Finlayson, Jack K.		D	Nov/83		217		4565
Gilbert, William H. Wife		S	-- 1983		4		-252
Grant, James C.		S	1983		89		946
Harrison, Kenneth W.		S	Nov/83		10		660
Johannesson, James E.		S	Nov/83		60		123
Keating, Vincent E. Wife		S	-- Jan/84		30		853 646
Kelly, B. Vincent		S	1983		27		432
Lundy, Edward J.		S	1983		157		533
MacKenzie, Colin G.		S	1983 Jan/84		158	700	520
Moore, Reuben J.		S	1983		401		1653
Morrison, Maurice O. P.	Capital	S	1983		28		598
Oram, John V.	Common	S	1983		187		1599
Paradis, Francois P. Nominee		D	-- 1983		1	160	993
Stewart, Hugh C. Son		S	Nov/83 --		21		1370 6
Bentley, Brian L.	Class A	S	Jan/84	X	10000		10892
Cooper, David R. Amended		SI	--				3191

ROYAL TRUSTCO LIMITED

REPORTING ISSUER
ROYAL TRUSTCO LIMITED
(Continued)

INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
Cooper, David R. Amended RSP Management Share Purchase Plan	Class A	SI	--	1			215
			Jan/84	1	12500		12500
Cornelissen, M. A. Management Share Purchase Plan		D	--				
			Jan/84	1	40000		40000
delery, Charles C. Management Share Purchase Plan Other Indirect	Common	SI	--				2503
			Jan/84	1	5000		5000
			--	1			1675
Ferenbach, James A. C. Management Stock Purchase Plan	Class A	S	--				376
			Jan/84	1	5000		5000
Gordon, William D. Indirect Holding		S	--	IR1			10280
Gourlay, H. Richard Management Share Purchase Plan		S	--				150
			Jan/84	1	7500		7500
Manning, C. Terrill Spouse RQSP	Common	S	Jan/84	M		75	1203
			Jan/84	M			250
			--	1			441
McCallum, Ian A. C. Management Share Purchase Plan	Class A	S	--				
			Jan/84	1	12500		12500
Noble, William J. Amended Management Share Purchase Plan Spouse		S	--				983
			Jan/84	1	10000		10000
			--	1			333
Otley, Gerald R. Management Share Purchase Plan	Common A	SI	--				4250
			Jan/84	1	20000		20791
Root, Claude M. Executive Stock Purchase Plan	Class A	SI	--				1080
			Jan/84	1	5000		5000
Tucker, H. Thomas		S	--	IR			400

REPORTING ISSUER	INSIDER	SECURITY	RELIN	TRANS	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ROYAL TRUSTCO LIMITED (Continued)	Tucker, H. Thomas	Class A	S	DATE				
ST. LAWRENCE CEMENT INC.	Spouse's Name			--	IR1			400
	Management Plan			Jan/84	1	7500		2465
	Spouse			--	1			7500 2945
SCEPTRE RESOURCES LIMITED	Carmichael, Jean-Louis	Special Non-Voting	S	Jun/83		3500		3500
	Gaulin, Jean Amended	Common	D	--	IR			600
SCARBORO RESOURCES LIMITED	MacKenzie, Norman J.	Common	DS	Dec/83 Jan/84			5000 5000	504800 499800
	Philip, J. F.	Common	S	Dec/83		139		139
SCOTT PAPER LIMITED	Rosenberg, Elliott B.	Common	DS	Jan/84 Jan/84		35000		22100
	Shadowfax Resources Ltd.			Jan/84		5000		27400
SHAW INDUSTRIES LTD.	Hyland, Geoffrey F.	Common	S	Jan/84		3000		3000
LA SOCIETE MINIERE LOUVEM INC.	Drolet, Jean-Paul	Common	D	--	IR			1
	Dufour, Rene		D	--	IR			1
	Ferland, Laurent		S	--	IR			1
SOUTHAM INC.	Lapointe, Roland	Units	D	--	IR			500
	Pelletier, Andre	Common	D	--	IR			500
	Haslay, Gerald P. Nominee Dividends	Common	S	-- -- --	IR IR1 IR1			100 50 12
STANDARD INDUSTRIES LTD.	Pouliot, Gaston		D	1983		39		1215
	Redfern, John D.	Common B	DI	Dec/83	R		200	--
		Preference		Nov/83	E		26	--
STERLING TRUST CORPORATION	Ness, Bernard T.	Common	D	--	IR			250
STRAND OIL & GAS LTD.	Worobec, Joseph W. Haz Oil & Gas Limited	Common	DS	-- Jan/84				200000 253700

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
STRATHFIELD OIL & GAS LTD	Hodorek, John J. Other Indirect	Common	DS	Dec/83	1	521574		584270 51595
	Peters, Robert G. Other Indirect		D	Dec/83	1	521574		584270 51595
SYDNEY DEVELOPMENT CORPORATION	Roberts, Peter W.	Common	S	--	IR		7000	1213 8213
	Seagrim, James		SI	Nov/83			2000	30000
TARA EXPLORATION AND DEVELOP- MENT COMPANY LIMITED	Canadian Pacific Limited	Common	B	--				
	Cominco Limited			Jan/84	1		1125724	---
TASHOTA-NIPIGON MINES LIMITED	Sparton Resources Inc.	Common	B	Apr/83		270000		611582
TENNECO INC.	Biaggini, Benjamin F. ADRS Plan	Common	D	--	1	29		1000 549
	Marks, Raymond H. Thrift Plan		S	--	1	283		4000 11960
	Sisco, Joseph J. ADRS Plan		D	--	1	45		1350 1040
THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED	Pitfield, Ward C.	Common	D	1983	T	703		12639
THOMSON NEWSPAPERS LIMITED	Stanley, David C. H.	Class B	D	1983		243		8261
TONECRAFT REALTY INC.	Kerlor Investments Limited	Common	B	Dec/83		900		287700
TORONTO-DOMINION BANK	Bates, Roy O.	Common	S	Dec/83 Jan/84		105 252		2115
	Bentall, Harold C.		D	Dec/83		301		21374
	Boyle, J. Allan		D	Jan/84		3001		24000
	Brock, William T.		S	Jan/84		8942		9200
	Bumstead, Ronald G.		S	1983		2252		16023
	Campbell, Donald G.		D	Jul/83		830		

MONTH-END
HOLDINGS
78681

INGS
78881

3-Feb-84

REPORTING ISSUER	INSIDER	SECURITY	REL'N DATE	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TORONTO-DOMINION BANK (Continued)	McDowell, Frederick G.	Common	DS Oct/83	DS Oct/83		170		
	Mercier, Ernest C.		Dec/83	Dec/83		105		15299
	Noonan, Patrick C.		S Jan/84	S Jan/84		105		3209
	Owen, Sidney C.		S Jan/84 Jan/84	S Jan/84 Jan/84	F	1820 2340		17000
	Paton, John L.		S Dec/83	S Dec/83		105		339
	Ramsay, Harold N.		S 1983	S 1983		914		6572
	Sauder, William L.		S Dec/83	S Dec/83		105		232
			D Dec/83	D Dec/83	F	2000		17000
		Rights	Dec/83	Dec/83	F		1001	---
	Thompson, Richard M.	Common	DS 1983	DS 1983		1575		46144
	Thomson, Richard M.		DS Jan/84	DS Jan/84		6578		52722
	Young, William M.		D Jan/84	D Jan/84		1072		8572
TOTAL PETROLEUM (NORTH AMERICA) LTD.	Allen, Fraser H.	Common	--	--	IR			1000
TRANS-WESTERN EXPLORATION INC.	Waggoner III, Thomas J.	Common	SB Dec/83	SB Dec/83			20500	1641200
			Jan/84	Jan/84			38300	1602900
TRANSCANADA PIPELINES LIMITED	Archambault, John K.	Common	S Dec/83	S Dec/83		4687		15676
	Austin, A. Graham		S Dec/83 Dec/83	S Dec/83 Dec/83		2155		4387
	Britton, George C. In Trust		S Dec/83 --	S Dec/83 --		3177	4300	19492 69
	Cameron, James M.		DS Dec/83	DS Dec/83		6159		36819
	Frew, Craig R.		S Dec/83	S Dec/83		3162		9903
	Graye, Mitchell T. G.		S Dec/83	S Dec/83		3079		14238
	Henwood, Derek E.		S Dec/83	S Dec/83		3177		12781
	Hill, Brian F.		S Dec/83	S Dec/83		3155		9947

**MONTH-END
HOLDINGS**
24509

4000

23000

000223

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRIZEC CORPORATION LTD. (Continued)	Benson, Kevin E. 493168 Ontario Limited	Common	S	Jan/84	I	49000		49000
	Killi, Joseph F. 493168 Ontario Limited		S	--				
	Zessner, Michael		S	Jan/84	I	49000		61000
			S	Jan/84	X	200		
				Jan/84			200	---
UNITED STATES STEEL CORPORATION	Tappan, Ronald P. Family	Common	S	--				450
				Dec/83	I	4		4
VICTORIA WOOD DEVELOPMENT CORPORATION INC.	Victoria Wood Development Corporation Inc.	11 1/4% Deb.		Jan/84		\$20000		
WAJAX LIMITED	Chorlton, Ronald W.	Class B.	S	Jan/84	R		\$20000	---
	Hanson, Derek A.	Class B Convertible	D	1983	T	248		7434
	MacDonell, Harry W.	Class B Conv.	D	Dec/83		78		2360
	Scobie, Bernard W.	Class B Common	S	1983	T	28		799
	Stanley, David C. H.	Class B	D	1983		568		17115
	Walker, J. W. Pennycross Holdings Limited			--				
				1983	I	818		24670
HIRAM WALKER RESOURCES LTD.	Wilson-Smith, Ian M.	Common	S	1983		461		1407
WOODWARD STORES LIMITED	MacLaren, Grant W.	Common	D	Jan/84			1000	61825
	McBride, Merwin		S	Dec/83			206	15187
YVANEX DEVELOPMENTS LIMITED	Fulop, William J.	Common	DS	Oct/83 Dec/83		2000 120000		2000

MANAGEMENT COMPANY	SELLER	PURCHASER	DATE OF TRANSACTION	NATURE OF TRANSACTION
MIDLAND DOHERTY LIMITED	Resources of Canada Fund	----	Dec. 1983	Alberta Energy Co. 5,000 Shares
"	"	"	Dec. 1983	Alcan Aluminum Ltd. 3,000 Shares
"	"	"	Dec. 1983	Asamera Inc. 7,000 Shares
"	"	"	Dec. 1983	Bow Valley Ind. Ltd. 5,700 Shares
"	"	"	Dec. 1983	Brunswick Mining 5,000 Shares
"	"	"	Dec. 1983	Canadian Occidental Pete 3,600 Shares
"	"	"	Dec. 1983	Canfor Corp. 4,000 Shares
"	"	"	Dec. 1983	Denison Mines 2,000 Shares
"	"	"	Dec. 1983	Dome Canada Ltd. 11,000 Shares
"	"	"	Dec. 1983	Domtar Inc. 3,300 Shares
"	"	"	Dec. 1983	Imperial Oil Ltd. 2,600 Shares
"	"	"	Dec. 1983	Inco Ltd. 4,000 Shares

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Jan. 17, 1984	Anderson, Edward	561292 ONTARIO INC. COMMON SHARES	\$13,000	13 shares
Jan. 16, 1984	Gauthier, Gary A.	" "	1,000	1 shares
Jan. 17, 1984	Hamilton, H. Mavis	" "	13,000	13 shares
Jan. 16, 1984	Lister, Bruce H.	" "	1,000	1 shares
"	Milne, Ian	" "	"	1 "
Jan. 10, 1984	Mutual Life Assurance Company of Canada, The	CANADIAN PACIFIC LIMITED EVIDENCE OF INDEBTEDNESS OF CANADIAN PACIFIC LIMITED	817,796	\$817,796
Jan. 17, 1984	Chao, Tam T.	CONESTOGA BRIDGE CAPITAL CORP. CLASS D SPECIAL SHARES	150,000	150 shares
Jan. 02, 1984	A.E. Jerome Jr., P.A.R. Brown & the Estate of A.E. Jerome Sr.	FLAG RESOURCES LIMITED CLASS A COMMON SHARES	10,800	27,000 shares
Jan. 02, 1984	A.E. Jerome Jr., P.A.R. Brown & the Estate of A.E. Jerome Sr.	GOLDEN BRIAR MINES LIMITED COMMON SHARES	11,500	23,000 shares
Jan. 06, 1984	Camchib Mines Inc.	GOLDLUND MINES LIMITED COMMON SHARES	1,200,000	1,600,000 shares
"	Campbell Resources Inc.	" "	1,650,000	3,400,000 shares
Sep. 21, 1983	American Assurance Association Inc.	GRANDMA LEE'S INC. COMMON SHARES	75,000 U.S.	50,000 shares
Oct. 27, 1983	American Assurance Association Inc.	" "	150,000 U.S.	100,000 shares
Jan. 18, 1984	Dominion of Canada General Insurance Company, The	HALLMARK HOTELS LIMITED 13 1/2% FIRST MORTGAGE BOND DUE JANUARY 11, 2004	580,000	\$580,000

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980 .

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Jan. 23, 1984	Fort George Inc.	LYTTON MINERALS LIMITED COMMON SHARES	\$187,500	150,000 shares
"	Walwyn Stodgell Cochran Murray Limited	" "	187,500	150,000 shares
Dec. 30, 1983	M & M Porcupine Gold Mines Limited	MARSHALL MINERALS CORP. PROMISSORY NOTE DUE JANUARY 15, 1985	750,000	\$750,000
Nov. 30, 1983	American Federation of Musicians and Employers, Pension Welfare Fund	MCLEAN BUDDEN POOLED SPECIAL FUND - UNITS	2,310,222	1 units
Oct. 31, 1983	British Columbia Telephone Company Pension Plan for Management and Exempt Employees	" "	3,418,196	1 units
Dec. 31, 1983	G. D. Searle & Co. of Canada Limited	" "	266,315	1 units
Oct. 31, 1983	Livingston International Group Employee Pension Plans	" "	802,768	1 units
Nov. 30, 1983	Local 666 U.A. Pension Trust Fund, The	" "	518,030	1 units
"	Queen Elizabeth Hospital Foundation Fund, The	" "	883,514	1 units
"	Retirement Plan for Employees of Canadian Fine Color Company Limited	" "	319,956	1 units
"	U.A. Local Union 628 (Plumbing & Pipefitting) Members Pension Benefit Trust	" "	477,153	1 units

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Dec. 31, 1983	Union Oil Company of Canada Ltd.	MCLEAN BUDDEN POOLED SPECIAL FUND - UNITS	\$301,257	1 units
Oct. 28, 1983	Thomas Cook Travellers Cheques Limited	MIDLAND BANK CANADA - FLOATING RATE DEBENTURE DUE OCTOBER 28, 1993	2,000,000	\$2,000,000
Jan. 16, 1984	Nabu Manufacturing Corporation	NABU NETWORK CORPORATION 15% SECURED DEBENTURES DUE DECEMBER 31, 1986	18,000,000	\$18,000,000
Dec. 30, 1984	Alon, Morris C.	SOVEREIGN COURT LIMITED PARTNERSHIP - UNITS	250,000	5 units
"	Liebovics, Joseph	" "	100,000	2 units
"	Steelba Associates	" "	400,000	8 units
Jan. 20, 1984	Royal Bank Venture Capital Limited	THALAMUS ELECTRONICS INC. UNITS	300,013	300 units
Jan. 19, 1984	127180 Canada Limited	UNITED TEL-CANADA INC. COMMON SHARES	135,702	43,775 shares

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE	AMOUNT
Jan. 18, 1984	Jun. 16, 1983	403372 Ontario Limited	BRAMALEA LIMITED 8% DEBENTURES	\$650,000	\$650,000
Jan. 19, 1984	"	"	"	700,000	\$700,000
Jan. 24, 1984	"	"	"	200,000	\$200,000
Jan. 25, 1984	"	"	"	300,000	\$300,000
Dec. 30, 1983	Nov. 25, 1982	Canadian Anaesthetists' Mutual Accumulating Fund Limited	CANADIAN UTILITIES LIMITED CLASS A SHARES	34,300	2,800 shares
Jan. 11, 1984	"	"	"	24,500	2,000 "
Jan. 12, 1984	"	"	"	8,575	700 "
Jan. 13, 1984	"	"	"	48,550	3,800 "
Dec. 30, 1983	Nov. 25, 1982	Graphic Communications International Union Supplemental	"	45,325	3,700 "
Jan. 11, 1984	"	"	"	28,175	2,300 "
Jan. 12, 1984	"	"	"	9,800	800 "
Jan. 17, 1984	Nov. 25, 1982	Graphic Communications Inter- national Union Supplemental Retirement & Disability Fund	"	2,450	200 "
Jan. 26, 1984	"	"	"	17,150	1,400 "
Jan. 05, 1984	Nov. 25, 1982	Investors Growth Fund of Canada Ltd.	"	84,375	5,400 "
Jan. 06, 1984	"	"	"	92,187	5,900 "
Jan. 09, 1984	"	"	"	6,250	400 "
Jan. 10, 1984	"	"	"	23,437	1,500 "

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE	AMOUNT
Dec. 30, 1983	Nov. 25, 1982	Ironworkers Ontario Pension Fund	CANADIAN UTILITIES LIMITED CLASS A SHARES	\$37,975	3,100 shares
Jan. 11, 1984	"	"	"	26,950	2,200 "
Jan. 12, 1984	"	"	"	8,575	700 "
Jan. 16, 1984	"	"	"	9,800	800 "
Dec. 22, 1983	Nov. 25, 1982	Norcen Energy Resources Pension Plans	"	35,525	2,900 "
Dec. 30, 1983	Nov. 25, 1982	Simpsons-Sears Limited Guaranteed Retirement Income Plan	"	56,350	4,600 "
Jan. 03, 1984	"	"	"	4,900	400 "
Jan. 11, 1984	"	"	"	30,625	2,500 "
Jan. 12, 1984	"	"	"	12,250	1,000 "
Dec. 28, 1983	Nov. 25, 1982	Tradex Investment Fund Limited	"	44,100	3,600 "
Dec. 30, 1983	"	"	"	37,975	3,100 "
Jan. 05, 1984	Nov. 25, 1982	Investors Growth Fund of Canada Ltd.	CANADIAN UTILITIES LIMITED CLASS B SHARES	14,062	900 shares
Dec. 30, 1983	Nov. 01, 1974	Investors Group Trust Co. Ltd.	CENTRE 114 LIMITED - 9% BONDS SERIES A	545,000	\$545,000
Jan. 19, 1984	Feb. 24, 1983	Investors in Industry plc	GEAC COMPUTER CORPORATION LIMITED - COMMON SHARES	4,550,000	200,000 shares
Dec. 30, 1983	Mar. 11, 1980	Investors Group Trust Co. Ltd. A/C 1212	HUDSON'S BAY COMPANY - 13.75% SERIES D NOTES DUE APRIL 1, 1986	1,250,000	\$1,250,000
Dec. 30, 1983	Jan. 26, 1983	Investors Group Trust Co. Ltd. A/C 1212	LUMONICS INC. - COMMON SHARES	31,776	2,700 shares

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE	AMOUNT
Jan. 17, 1984	Feb. 02, 1983	Canadian National Railway Company	UNION GAS LIMITED COMMON SHARES	\$110,375	9,900 shares
Jan. 18, 1984	"	"	"	1,914,495	16,500 "

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

<u>SELLER</u>	<u>SECURITY</u>	<u>AMOUNT</u>
Conwest Exploration Company Limited	CHANCE MINING AND EXPLORATION COMPANY LIMITED COMMON SHARES	421,181 shares
Cohen, John C.	GENDIS INC. - CLASS B SHARES	20,000 "
503126 Ontario Limited	LANPAR TECHNOLOGIES INC. - COMMON SHARES	94,081 "
Rogers, Edward S.	ROGERS CABLESYSTEMS INC. - CLASS A AND/OR CLASS B	"
Crownborough Investments Limited	SPAR AEROSPACE LIMITED - SUBORDINATE VOTING SHARES	1,500,000 "
McDevco Holdings Ltd.	TRIMAC LIMITED - COMMON SHARES	35,680 "
		150,000 "

NAME OF COMPANY
DATE WHEN THE COMPANY CEASED
TO BE A PRIVATE COMPANY

TRIPLE CROWN ELECTRONICS INC.

JANUARY 11, 1984

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

TAKE-OVER BIDS, ISSUER BIDS

VARIATION OF OFFER

Madison Oils Limited
(Offeror)

Nimus Resources Ltd.
(Offeree)

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
ABERFORD RESOURCES LTD.	PRESS RELEASE
AGASSIZ RESOURCES LTD.	T.S.E. MATERIAL
AGF MANAGEMENT LIMITED	EARNINGS ANNOUNCEMEN
AGGRESSIVE MINING LTD.	FORM 28-ANN. FILING
AGGRESSIVE MINING LTD.	FORM 28-ANN. FILING
AGGRESSIVE MINING LTD.	CHANGE OF AUDITORS
AGRA INDUSTRIES LIMITED	EXEMPT FINANCING NOT
AGRA INDUSTRIES LIMITED	PRESS RELEASE
ALBERTA ENERGY COMPANY LTD.	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALUMINUM COMPANY OF CANADA LTD.	PRESS RELEASE
ALUMINUM COMPANY OF CANADA LTD.	PRESS RELEASE
AMERICAN EAGLE PETROLEUMS LIMITED	PRESS RELEASE
AMERICAN EXPRESS COMPANY	PRESS RELEASE
AMERICAN LEDUC PETROLEUMS LIMITED	T.S.E. MATERIAL
AMERICAN TELEPHONE AND TELEGRAPH COMPANY	FORM 8
ANDRES WINES LTD.	PRIVATE PLACEMENTS
ANGLO ENERGY LIMITED	PRESS RELEASE
ARC INTERNATIONAL CORPORATION	PRESS RELEASE
ARC INTERNATIONAL CORPORATION	PRESS RELEASE
ASTRAL BELLEVUE PATHE INC.	FINANCIAL RESULTS 9
ASTRAL BELLEVUE PATHE INC.	CERTIF. OF MAILING
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BENEFIT PARTNERSHIP NUMBER ONE	PRIVATE PLACEMENTS
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GAS , THE FRIGHT , COMICS	IFS 5 MN NO 30 83
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LOCHIEL EXPLORATION LTD.	T.S.E. MATERIAL
LUMONICS INC.	EXEMPT FINANCING NOT
MARLEN UNIVEST INC.	T.S.E. MATERIAL
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MELROSE EXPLORATIONS LTD.	CERTIF. OF MAILING
MERCIER EXPLORATIONS LIMITED	CERTIF. OF MAILING
MERIDIAN TECHNOLOGIES INC.	EXEMPT FINANCING NOT
MESTON LAKE RESOURCES INC.	T.S.E. MATERIAL
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WATERFORD HOUSE	RULING/ORDER/REASONS
WESTFIELD MINERALS LIMITED	T.S.E. MATERIAL
WESTFORT PETROLEUMS LTD.	T.S.E. MATERIAL
WESTGROWTH PETROLEUMS LTD.	T.S.E. MATERIAL
WESTMILLS CARPETS LIMITED	SHRHLDRS. MTNG. MAT.
WHARF RESOURCES LTD.	PRESS RELEASE
WHITEBURN PRECIOUS METALS LIMITED	IFS 3 MN OC 31 83
WILSHIRE ENERGY RESOURCES INC.	CERTIF. OF MAILING
WILSHIRE OIL COMPANY OF TEXAS	PRESS RELEASE
WINDSOR RESOURCES INC.	PRESS RELEASE
WINWEST OIL & MINING LIMITED	RULING/ORDER/REASONS
YORKSHIRE TRUST COMPANY	PROSPECTUS
YORKSHIRE TRUST COMPANY	APPENDICES TO PRO.
YRI YORK LIMITED	NAME CHANGE
YVANEX DEVELOPMENTS LIMITED	CHANGE DIRECTORS

Xerographic and microfiche copies of these documents are available from:
 Micromedia Ltd, 144 Front Street West, Toronto, Ontario M5J 2L7 (416) 593-5211

Xerographic and microfiche copies of these documents are available from:
Micromedia Ltd, 144 Front Street West, Toronto, Ontario M5J 2L7 (416) 593-5211

CHAPTER 11

NEW ISSUE AND SECONDARY FINANCING

11.1 FINAL RECEIPTS - PROSPECTUSES

11.1.1 THE BARRICK-CULLATON GOLD TRUST

The Barrick-Cullaton Gold Trust

Final receipt issued January 27, 1984 for a prospectus dated January 25, 1984 offering a maximum of 17,000,000 gold production units, including the right to receive one gold value warrant issued by Renabie Mines (1981) Limited for each 10 gold production units purchased. The gold production units will be issued at \$1.00 per unit to net the Trust \$15,810,000 before expenses of the issue. There is a minimum offering of 12,000,000 units and a minimum purchase of 1,000 units.

Agents: Midland Doherty Limited
Orion Royal Bank Limited
Davidson Partners Limited

Promoters: Barrick Resources Corporation
Cullaton Lake Gold Mines Ltd.

11.1.2 BINARY TECHNOLOGY FUNDING INC.

Binary Technology Inc.

Final receipt issued January 30, 1984, for a prospectus dated January 27, 1984 qualifying for sale 1,900,000 common shares at \$5.00 each to net the Company \$8,740,000 before expenses.

Promoter: Third Capital Corporation

Agent: Bell Gouinlock Limited

11.1.3 CARRIAGE SMALL BUSINESS VENTURES INCORPORATED

Carriage Small Business Ventures Incorporated

Final receipt issued January 30, 1984 for a prospectus dated the same qualifying for sale in Ontario 9,975,000 common shares at a price of \$1.00 per share, conditional upon the Company realizing a minimum of \$500,000 before commission. Maximum proceeds to the Company will be \$9,975,000 before deducting the expenses of this issue.

Promoter: The Lewis Group Inc.

Distributor: Carriage Small Business Ventures Incorporated

11.2 IMPERIAL REALTY GROWTH FUND (FORMERLY THE REAL ESTATE GROWTH FUND)

Imperial Realty Growth Fund
(Formerly the Real Estate Growth Fund)

Final receipt issued January 30, 1984, for a prospectus of the same date qualifying for sale Class A and Class B units at an offering price of \$10.00 per unit during the initial offering period and thereafter at the net asset value per unit on the next valuation day after subscription plus a subscription fee.

Promoter: Imperial Financial Services Ltd.

Distributor: Imperial Securities Ltd.

11.2.1 MER GROWTH FUND

MER Growth Fund

Final receipt issued January 26, 1984 for a prospectus dated January 20, 1984, qualifying mutual fund units offered at net asset value.

A summary statement was filed concurrently with the prospectus.

Distributor: Merritt Easton Rae Management Ltd.

11.2.2 MER EQUITY FUND

MER Equity Fund

Final receipt issued January 26, 1984 for a prospectus dated January 20, 1984, qualifying mutual fund units offered at net asset value.

A summary statement was filed concurrently with the prospectus.

Distributor: Merritt Easton Rae Management Ltd.

11.3 MER MONEY MARKET FUND

MER Money Market Fund

Final receipt issued January 26, 1984, for a prospectus dated January 20, 1984 qualifying mutual fund units offered at net asset value.

A summary statement was filed concurrently with the prospectus.

Distributor: Merritt Easton Rae Management Ltd.

11.3.1 PINTO MALARTIC GOLD MINES LIMITED

Pinto Malartic Gold Mines Limited

Final receipt issued January 26, 1984 for a prospectus dated January 23, 1984 qualifying for sale 400,000 units at \$2.25 per unit, each unit consisting of one common share and one share purchase warrant. The net proceeds to the Company will be \$629,000 before expenses.

Of the 400,000 common shares comprising part of the above units, 100,000 are being sold as a secondary distribution, the proceeds of which will not accrue to the Company.

Underwriters: Merit Investments Corporation
Canarim Investment Corporation Limited
Osler Wills Bickel Limited
Walwyn Stodgell Cochran Murray Limited

11.3.2 PRAGO RESOURCES & ENERGY INC.

Prago Resources & Energy Inc.

Final receipt issued January 30, 1984, for a prospectus dated the same date qualifying for sale 550,000 common shares at \$1.70 per share to net the Company \$467,500 after commissions.

Promoter: Cadre Corporation

Underwriter: M. Rash & Co. Limited

11.4 RIGHTS OFFERING CLOSED

11.4.1 FABIEN EXPLORATIONS INC.

Fabien Explorations Inc.
Rights Offering via Prospectus

The rights offering file dated October 14, 1983 has been closed.

11.5 PRELIMINARY PROSPECTUSES RECEIVED

11.5.1 PANCANA MINERALS, INC.

January 27, 1984

PanCana Minerals, Inc.

National Issue - Alberta

Offering Cdn. \$ *, * units, each unit consisting of * share purchase warrants and * gold bullion warrants at a price of Cdn. \$ * per unit.

Underwriter: Richardson Greenshields of Canada Limited

11.5.2 CB Pak Inc.

January 30, 1984

CB Pak Inc.

National Issue - Quebec

Offering \$ *, * common shares at a price of \$ * per common share.

Underwriters: Nesbitt Thomson Bongard Inc.
Wood Gundy Limited
Geoffrion, Leclerc Inc.

11.5.3 STORIMAN EXPLORATION LIMITED

Storiman Exploration Limited

Offering 1,000,000 common shares at a price of \$.27 per share.

Agents: Merit Investment Corporation
Osler, Wills, and Bickle

11.5.4 EDDA RESOURCES INC.

January 31, 1984

Edda Resources Inc.

Offering 440,000 units, each comprised of one common share and one "A" warrant at a price of \$.32 per unit.

Secondary Offering: 44,000 units and 200,000 common shares

Agent: Housser & Co. Limited

11.5.5 SANDY CAY RESOURCES INC.

Sandy Cay Resources Inc.

Offering 700,000 common shares (without par value) at a price of \$1.20 per share.

Secondary Offering: 338,334 common shares without par value

Underwriter: Norwich Investments Limited

11.6 ANNUAL INFORMATION FORM RECEIVED

11.6.1 INLAND NATURAL GAS CO. LTD.

January 27, 1984

Inland Natural Gas Co. Ltd.

An annual information form dated January 26, 1984 has been filed by Inland Natural Gas Co. Ltd.

11.7 PRELIMINARY EXCHANGE OFFERING PROSPECTUS RECEIVED

11.7.1 GOLDEN RANGE RESOURCES INC.

January 27, 1984

Golden Range Resources Inc.

Offering 700,000 units at a price of \$.75 per unit. Each unit consists of one common share without par value and one common share purchase warrant.

Agent: Midland Doherty Limited

CHAPTER 12
REGISTRATIONS

12.1 REGISTRATIONS

12.1.1 SECURITIES

REGISTRATIONS
SECURITIES

SECURITY ISSUER

Carriage Small Business Ventures Incorporated
115 Garafraxa Street West,
Fergus, Ontario.
N1M 1C3.
(effective January 30, 1984)
New Registration

BROKER

Pagebrook Securities Inc.,
1099 Bay Street,
Suite 200,
Toronto, Ontario.
M5S 2B3.
(effective January 3, 1984)
Change in category from Securities Dealer

12.2 TERMINATIONS

12.2.1 SECURITIES

TERMINATIONS
SECURITIES

SECURITIES DEALER

Pagebrook Securities Inc.,
1099 Bay Street,
Suite 200,
Toronto, Ontario.
M5S 2B3.
(effective January 3, 1984)
Change in category to Broker

CHAPTER 25

OTHER INFORMATION

25.1 RELEASE FROM ESCROW

25.1.1 BAR RESOURCES LIMITED

January 26, 1984

Bar Resources Limited

The Commission hereby consents to the release from escrow of the remaining 373,367 escrowed shares for the above-mentioned company.

25.1.2 MEGATON MINES LIMITED

January 25, 1984

Megaton Mines Limited

The Ontario Securities Commission consents to the release from escrow of the 337,500 shares of Megaton Mines Limited held by you in the name of Bright Explorations Limited, such shares to be released for the purpose of cancellation.

25.1.3 SANTA MARIA RESOURCES LIMITED

January 30, 1984

Santa Maria Resources Limited

The Ontario Securities Commission consents to the release from escrow of 321,851 of the shares held by you, such release to be made pro rata.

25.2 TRANSFER WITHIN ESCROW

25.2.1 SEEK RESOURCES LIMITED

January 25, 1984

Seek Resources Limited
(Certificate Numbers 3692, 3693, 3714 & 3794)

<u>FROM</u>	<u>TO</u>	<u>NO. OF SHARES</u>
Alexander Black Carson (Deceased)	Jean Struthers	6,558
	Margaret Lewis	6,559
	Margaret Larson	6,558

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FEBRUARY 10, 1984

VOLUME 7 #6/84

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The Ontario Securities Commission
administers the Securities Act of Ontario
(R.S.O. 1980, c. 466) and the Commodity Futures
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OSC BULLETIN

VOLUME 7 #06/84

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CHAPTER 1

NOTICES/PRESS RELEASES

1.1 RECOGNITION-STOCK EXCHANGE FOR TAKE-OVER BIDS/ISSUER BIDS

RECOGNITION OF STOCK EXCHANGES FOR TAKE-OVER BIDS AND ISSUER BIDS

1. Recognition of Stock Exchanges

The Securities Act exempts from the Part XIX requirements relating to take-over bids and issuer bids, bids made through the facilities of a stock exchange recognized by the Commission. The Commission is revising OSC Policy Statement 3.1 (and making corresponding amendments to Policy Statement 9.1) to:

- (i) recognize The Toronto Stock Exchange ("TSE"), Alberta Stock Exchange ("ASE") and Montreal Exchange ("ME") for the purpose of take-over bids based on confirmation of the by-laws, regulations and policies of such exchanges;
- (ii) give conditional recognition to the Vancouver Stock Exchange for the purpose of take-over bids;
- (iii) recognize the TSE, ASE and ME for the purpose of issuer bids made in accordance with the policies of such exchanges relating to normal course issuer bids; and
- (iv) give conditional recognition to the TSE, ASE and ME for the purpose of issuer bids which do not qualify as normal course issuer bids.

Reference should be made to the Policy section of the Bulletin for the amendments to Policy Statements 3.1 and 9.1

1.2 THE TORONTO-DOMINION BANK

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF THE TORONTO-DOMINION BANK

RULING
(Section 73)

UPON the application of The Toronto-Dominion Bank (the "Bank") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c.466 (the "Act") that section 95 of the regulation under the Act (the "Regulation") does not apply to the Bank in its capacity as an order execution access dealer registered under the Act;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that section 95 of the Regulation does not apply to the Bank in its capacity as an order execution access dealer registered under the Act.

February 8th, 1984.

"K. E. Boast"

"J. W. Blain"

CHAPTER 2

DECISIONS, ORDERS AND RULINGS

2.1 MASSEY-FERGUSON LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF MASSEY-FERGUSON LIMITED

AND

IN THE MATTER OF CERTAIN HOLDERS OF INITIAL COMMON SHARE
PURCHASE WARRANTS, ADDITIONAL COMMON SHARE PURCHASE WARRANTS
AND COMMON SHARES OF MASSEY-FERGUSON LIMITED

RULING
(Section 73)

UPON the application by Massey-Ferguson Limited ("Massey-Ferguson") to the Ontario Securities Commission (the "Commission") on behalf of holders of Initial Warrants and Additional Warrants (as such terms are hereinafter defined) of Massey-Ferguson and on behalf of holders of common shares of Massey-Ferguson issued on the exercise of such Initial Warrants or Additional Warrants for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that certain trades in such Initial Warrants, Additional Warrants and common shares of Massey-Ferguson are not subject to section 52 of the Act, notwithstanding previous rulings of the Commission in respect of such securities;

AND UPON being advised that:

- I On July 16, 1981, 25,000,000 Initial Common Share Purchase Warrants (the "Initial Warrants") were issued pursuant to a warrant indenture dated as of June 15, 1981 made between Massey-Ferguson and National Trust Company, Limited (such indenture, together with all amendments thereto is referred to as the "Warrant Indenture");

- II The Warrant Indenture provides that each Initial Warrant carries the right to purchase one common share of Massey-Ferguson. If exercised on or before a certain date the Initial Warrants carry the further right to one Additional Common Share Purchase Warrant (the "Additional Warrants") for each Initial Warrant exercised. The Additional Warrants each carry the right to purchase one common share of Massey-Ferguson;
- III The Initial Warrants were originally issued by Massey-Ferguson pursuant to sections 71(1) (a) or 71(1) (d) of the Act;
- IV Massey-Ferguson is a company incorporated under the laws of Canada and has been a reporting issuer in Ontario for more than 18 months;
- V The common shares of Massey-Ferguson are listed and posted for trading on, among other stock exchanges, The Toronto Stock Exchange;

AND UPON Massey-Ferguson having filed a preliminary prospectus dated December 23, 1983 in respect of:

- (i) the issuance by it of common shares and Additional Warrants pursuant to the exercise of Initial Warrants, and
- (ii) the issuance by it of common shares pursuant to the exercise of Additional Warrants;

AND UPON being satisfied that to make this ruling would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED that, notwithstanding the terms of previous rulings of the Commission relating to the same subject matter, the first trade by a holder (a "Holder"), including a Holder who might be regarded as a "selling security holder" under the Act or under the laws of any other jurisdiction, in:

- (i) Initial Warrants,
- (ii) Additional Warrants,
- (iii) common shares of Massey-Ferguson acquired by a Holder pursuant to the exercise of Initial Warrants or Additional Warrants,

is not subject to section 52 of the Act, provided that;

- (1) Massey-Ferguson files a final prospectus in respect of:

- (i) the issuance by it of common shares and Additional Warrants pursuant to the exercise of Initial Warrants, and
- (ii) the issuance by it of common shares pursuant to the exercise of Additional Warrants,

and a receipt therefor is obtained from the Director of the Commission;

- (2) the trade is not a distribution within the meaning of subparagraph 1(1) (11) (iii) of the Act; and

- (3) this ruling shall apply to a first trade by a Holder in Additional Warrants or common shares of Massey-Ferguson acquired by a Holder pursuant to the exercise of Initial Warrants or Additional Warrants where Additional Warrants or common shares have been acquired by the Holder at any time prior to the date of this ruling up to the end of the period of distribution under the prospectus referred to in paragraph 1 hereof.

January 26, 1984.

"Peter J. Dey"

"J. W. Blain"

2.2 REED STENHOUSE COMPANIES LIMITED AND STENHOUSE HOLDINGS PLC

Headnote

Sections 73 and 99 - section 73 exemption granted where new dividend shares being issued to trade only with a new class of share of a reporting issuer -

section 99(e) order granted where only 2 Ontario shareholders and take-over bid to be made in accordance with London City Code

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF REED STENHOUSE COMPANIES LIMITED
AND STENHOUSE HOLDINGS PLC

ORDER AND RULING
(Section 99(e) and 73(1))

UPON the application of Reed Stenhouse Companies Limited ("Reed Stenhouse") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 99(e) and a ruling pursuant to section 73(1) of the Securities Act, R.S.O. 1980, c. 466 (the "Act");

AND UPON Reed Stenhouse representing to the Commission:

1. Reed Stenhouse is a company incorporated under the Canada Business Corporations Act and is a reporting issuer under the Act;
2. Stenhouse Holdings PLC ("Stenhouse Holdings") is a United Kingdom corporation which through a wholly-owned subsidiary owns shares of Reed Stenhouse representing 48.9% of the vote attached to the securities of Reed Stenhouse;
3. Reed Stenhouse proposes to effect a merger with Stenhouse Holdings by way of an offer (the "Offer") for all the outstanding common shares of Stenhouse Holdings on the basis of one Reed Stenhouse Class C share (the "Class C Shares") and 20 pence (U.K.) for every five Stenhouse Holdings common shares;
4. The creation of the Class C Shares and the making of the Offer are to be approved by a meeting of the shareholders of Reed Stenhouse prior to the closing of the Offer;
5. The shareholders of Stenhouse Holdings will be asked to approve the creation of new dividend shares (the "Dividend Shares") and their distribution on the basis of one Dividend Share for each Class C Share;
6. Reed Stenhouse proposes to amend its articles of incorporation to permit conversion of its Class A shares into Class C Shares, with a requirement that any shareholder so converting would also subscribe for Dividend Shares;

7. There are two shareholders of Stenhouse Holdings, owning a total of 650 common shares, whose last address as shown on the books of the company, is in Ontario;
8. The Offer will be made in accordance with the rules of The London Stock Exchange and The City Code on Take-overs and Mergers and the offer document will be approved by the Panel on take-overs and mergers of The London Stock Exchange;

AND UPON the Commission being satisfied that it would not be prejudicial to the public interest to make this Order and Ruling;

IT IS ORDERED pursuant to paragraph 99(e) of the Act that Reed Stenhouse be and it hereby is exempted from the requirements of Part XIX of the Act with respect to the Offer;

IT IS RULED pursuant to subsection 73(1) of the Act that Stenhouse Holdings, or its United Kingdom subsidiary if that company be the issuer, is not subject to sections 24 or 52 of the Act with respect to:

1. the issuance of Dividend Shares pursuant to the Offer;
2. the issuance of Dividend Shares in future to holders of its Class A shares who convert them to Class C Shares and are thereby required to purchase Dividend Shares; and

AND IT IS RULED that sections 24 and 52 of the Act do not apply to any trade or intended trade of a Dividend Share which is transferred contemporaneously with an associated Class C Share to the same purchaser.

January 31, 1984.

"Peter J. Dey"

"J W Blain"

2.3 BOOTS DRUG STORES (CANADA) LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C.466

AND

IN THE MATTER OF BOOTS DRUG STORES (CANADA) LTD.

ORDER
(Section 82)

UPON the application received December 29, 1983, and perfected February 3, 1984, of Boots Drug Stores (Canada) Ltd., a company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON it being represented that Boots Drug Stores (Canada) Ltd. now has fewer than fifteen security holders whose latest address as shown on its books is in Ontario;

AND UPON the Commission being satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that Boots Drug Stores (Canada) Ltd. be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on its books is in Ontario.

February 7th, 1984.

"Frank Iacobucci"

"J. W. Blain"

2.4 CANADEx RESOURCES LIMITED AND SUN PAC FOODS LIMITED

Headnote

S. 73 - Issuance of shares to shareholder creditor in consideration of forbearance in demanding debt repayment and for a continuing guarantee of certain of the issuer's debt obligations

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF CANADEx RESOURCES LIMITED
AND SUN PAC FOODS LIMITED

RULING
(Section 73)

UPON the application of Canadex Resources Limited ("Canadex") and Sun Pac Foods Limited ("Sun Pac") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that the proposed issuance of 200,000 common shares to Sun Pac is not subject to section 24 or 52 of the Act;

AND UPON it appearing to the Commission that:

1. Canadex is an Ontario corporation and is a reporting issuer under the Act not in default of any requirements of the Act or the Regulation;
2. the issued and outstanding share capital of Canadex consists of 3,483,005 common shares without par value;
3. 725,000 common shares, representing approximately 20.8% of the issued and outstanding common shares of Canadex are owned by Sun Pac or Sun Pac's controlling shareholder, John A. Riddell;
4. since October 26, 1981 Sun Pac has made three advances to Canadex which, together with accrued interest, amount to \$1,165,945 (U.S.) as at December 31, 1983. All three loans are payable on demand. None of the principal or interest on these advances has been paid;
5. indebtedness of Canadex to a Canadian chartered bank has been guaranteed by Sun Pac to a maximum of \$2,000,000 (U.S.). As at December 31, 1983, such indebtedness amounted to \$331,000 (U.S.);
6. the common shares proposed to be issued to Sun Pac are to be issued as consideration for Sun Pac agreeing not to demand payment of its outstanding loans to Canadex until April 30th, 1984 and for continuing to guarantee the liabilities of Canadex to the Canadian chartered bank; and
7. The Toronto Stock Exchange and the shareholders of Canadex have approved this proposed issuance;

AND UPON reading the application and the recommendations of Commission staff;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to section 73(1) of the Act that the issuance by Canadex of 200,000 of its' common shares to Sun Pac is not subject to section 24 or 52 of the Act provided that the first trade in each of the common shares acquired pursuant to this ruling shall be made in accordance with the provisions of section 71(4) of the Act and the provisions of the Regulation relating to, and in accordance with the provisions of section 71(7) and the Regulation relating thereto where such first trades would be a distribution as defined in subparagraph 1(1)11(iii) of the Act.

February 6, 1984.

"Peter J. Dey"

"J. W. Blain"

2.5 DOMLIFE INVESTMENT MANAGEMENT LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF DOMLIFE INVESTMENT MANAGEMENT LIMITED

RULING
(Section 73)

UPON the application of Domlife Investment Management Limited ("Domlife") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") exempting Domlife from the requirements of section 133 of the Regulation to the Act in respect of the proposed registration of Domlife as an adviser in the categories of investment counsel and portfolio manager;

AND UPON it appearing to the Commission that:

1. Domlife is a company incorporated under the laws of Canada, all of the issued and outstanding securities of which are held by The Dominion Life Assurance Company ("Dominion Life"), a subsidiary of The Lincoln National Life Insurance Company, which is a wholly-owned subsidiary of the Lincoln National Corporation of Indiana; and accordingly, Domlife is a "non-resident" as defined in section 84.21 of the Regulation to the Act;
2. Dominion Life has been carrying on business in Canada since 1889, and presently carries on a full range of insurance activities, including such investment advisory and management activities as are permitted by the applicable legislation;
3. The involvement of Domlife as investment adviser in respect of Dominion Life's currently managed funds and accounts will enable Dominion Life's clients to retain custody of their assets in such accounts, and accordingly will alleviate the present competitive disadvantage suffered by Dominion Life in that it, or a Canadian trustee on its behalf, is required, as a non-resident insurance company pursuant to the applicable legislation, to retain custody of its assets under administration;

AND UPON reading the application and the recommendations of Commission staff;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE it is ruled, pursuant to section 73 of the Act, that Domlife is not subject to section 24 of the Act in respect of its registration as an adviser in the categories of investment counsel and portfolio manager, only insofar as Domlife shall be exempt from the requirements of section 133 of the Regulation to the Act, on the following terms and conditions:

1. That to the extent that the clients of Domlife are not trusts and corporations to which Part XI of the Income Tax Act (Canada) is applicable, the investment discretionary authority exercised by Domlife,

to the extent consistent with the instructions of such clients, shall be exercised as if the clients are subject to the foreign property restrictions which are applicable to trusts and corporations to which Part XI of the Income Tax Act (Canada) is applicable;

2. That the assets under management by Domlife shall be limited to three percent of total Canadian Trusteed pension fund assets as determined by Statistics Canada from time to time;
3. That the registration of Domlife shall be subject to review by the Commission in the event of a material change in its ownership, as defined in paragraph 17 of section 84 of the Regulation under the Act;
4. That Domlife shall carry on business without having custody of clients' assets; and
5. That the registration of Domlife and any renewal thereof shall be subject to all conditions of registration applicable to an adviser classified in the category of portfolio manager, other than the condition of registration set out in sections 132 to 134 inclusive of the Regulation to the Act.

February 6, 1984.

"Peter J. Dey"

"J. W. Blain"

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 MASSEY-FERGUSON LIMITED

IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF MASSEY-FERGUSON LIMITED

TEMPORARY ORDER
(Section 123(3))

UPON the request of the company and being of the opinion that to do so would be in the public interest;

IT IS ORDERED pursuant to the provisions of subsection 123(3) of the Securities Act, R.S.O. 1980, c.466, that all trading in initial warrants and additional warrants of MASSEY-FERGUSON LIMITED shall cease forthwith pending dissemination of a news release.

February 6th, 1984.

"Peter J. Dey"

"J. W. Blain"

4.2 RESCINDING ORDERS

4.2.1 BRANLY ENTERPRISES INC.

BRANLY ENTERPRISES INC.

The cease trading order dated September 7, 1978, and continued September 21, 1978, is/was rescinded February 6, 1984, the company being now up to date with its filings.

4.2.2 PRIZE PUZZLE INC.

PRIZE PUZZLE INC.

The cease trading order dated January 25, 1984, is/was rescinded February 9, 1984, the company being now up-to-date with its filings.

4.2.3 WATERFORD HOUSE

WATERFORD HOUSE

The cease trading order dated January 19, 1984, is/was rescinded February 3, 1984, the company being now up-to-date with its filings.

4.2.4 RIVERSIDE YARNS LIMITED

RIVERSIDE YARNS LIMITED

The cease trading order dated January 19, 1984, is/was rescinded February 2, 1984, the company being now up-to-date with its filings.

4.3 MASSEY-FERGUSON LIMITED

IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF MASSEY-FERGUSON LIMITED

RESCINDING ORDER
(Section 123)

UPON having made a Temporary Order dated February 6, 1984 pursuant to subsection 123(3) of the Securities Act, R.S.O. 1980, c.466, that all trading in initial warrants and additional warrants of MASSEY-FERGUSON LIMITED should cease pending dissemination of a news release;

AND UPON being advised that a news release has been issued and given adequate dissemination;

IT IS ORDERED that the said Temporary Order be and the same is hereby rescinded effective 12:00 noon on February 6, 1984.

February 6th, 1984.

"Peter J. Dey"

"J. W. Blain"

4.4 EXTENDING CEASE TRADING ORDERS

4.4.1 BONAVENTURE TECHNOLOGIES INC.

BONAVENTURE TECHNOLOGIES INC.

The cease trading order dated January 20, 1984, is/was continued February 3, 1984, pending the company complying with Part XVII of the Securities Act.

4.4.2 GOLDSTALKER RESOURCES LTD.

GOLDSTALKER RESOURCES LTD.

The cease trading order dated January 23, 1984, is/was continued February 8, 1984, pending the company complying with Part XVII of the Securities Act.

CHAPTER 5

POLICIES

5.1 AMENDMENTS TO POLICY STATEMENTS 3.1 AND 9.1

5.1.1 RECOGNITION-STOCK EXCHANGE FOR TAKE-OVER BIDS/ISSUER BIDS

5.1 Amendments to Policy Statements 3.1 and 9.1

Recognition of Stock Exchanges for Take-Over Bids and Issuer Bids

1. Paragraphs 3 and 4 of clause E of Policy Statement 3.1 are deleted and the following substituted therefor:
3. The Commission recognizes the TSE, the Alberta Stock Exchange (the "ASE"), and the Montreal Exchange (the "ME") for the purpose of clause 88(2)(a). Recognition is based on the Commission having received confirmation from the TSE, ASE and ME that the by-laws, regulations and policies of such exchanges include the following requirements:
 - (i) A statement is required in the disclosure document filed with the exchange in respect of a stock exchange take-over bid (as defined in the by-laws or rules of the exchange) of the statutory civil liability of an offeror for any misrepresentation in such disclosure document.
 - (ii) In the case of a competing circular bid, the offeror on a stock exchange take-over bid will be required either to:
 - (a) proceed with its bid as a stock exchange take-over bid in accordance with timing arrangements that coincide, as nearly as may be, with the timing requirements that would have applied if the bid had originally been initiated and continued as a take-over bid which was subject to the time provisions applicable to take-over bids contained in the Securities Act of the province in which such exchange is located commencing on the date of the exchange's acceptance of the bid; or
 - (b) replace the bid with a newly initiated circular bid, although the offeror would remain liable to take up any shares deposited under the original bid;

- (iii) In the case of an insider bid, the offeror will be required to comply with either:
- (a) the additional disclosure requirements for insider bids set out in OSC Policy Statement 9.1; or
 - (b) the disclosure requirements relating to issuer bids that are contained in the Securities Act (including the Regulations) of the province in which such exchange is located;
4. In the case of the Vancouver Stock Exchange, recognition for the purpose of section 88(2)(a) is conditional on compliance by the offeror with the foregoing requirements.
5. The Commission recognizes the TSE for purposes of clause 72(1)(b).
2. Clause G of Policy Statement 3.1 is deleted and the following substituted therefor:
- G. Clauses 88(1)(j) and 88(3)(c) of the Act
- 1. Clause 88(1)(j), the definition of "published market" in the Part of the Act dealing with take-over bids, refers to "a stock exchange recognized by the Commission for the purposes of this Part". The TSE, ASE and ME are recognized for the purposes of clause 88(1)(j). It should be noted that, in the view of the Commission, the fact that only the TSE, ASE and ME are recognized for purposes of clause 88(1)(j) does not indicate that such exchanges are the only stock exchanges which constitute a "published market". That clause also refers to "any other market on which such securities are traded if the prices at which they have been traded on that market are regularly published in a bona fide newspaper or business or financial publication of general and regular paid circulation". Almost any established stock exchange, in Canada or elsewhere, would constitute a published market for such purposes.
 - 2. Clause 88(3)(c) provides an exemption from the requirements of that Part for an issuer bid that is made "through the facilities of a stock exchange recognized by the Commission for the purpose of this Part...". The TSE, ASE and ME are recognized under clause 88(3)(c) for the purpose of issuer bids which are made in accordance with the policies of such exchanges relating to normal course issuer bids (as defined in the policies of such exchanges). Recognition for the purpose of issuer bids that do not qualify as normal course issuer bids is conditional on compliance by the offeror with the additional disclosure requirements relating to issuer bids set out in OSC Policy Statement 9.1.
3. Clause III E of Policy Statement 9.1 is deleted and the following substituted therefor:

E. Stock Exchange Issuer Bid

Section 88(3)(c) of the Act exempts issuer bids from the requirements of Part XIX of the Act where the issuer bid is made through the facilities of a stock exchange recognized for the purpose in accordance with the by-laws, regulations or policies of the stock exchange. Section G of Policy Statement 3.1 gives recognition to the TSE, the Alberta Stock Exchange ("ASE") and the Montreal Exchange ("ME") for the purpose of issuer bids which are made in accordance with the

policies of such exchanges relating to normal course issuer bids. Recognition for the purpose of issuer bids which do not qualify as normal course issuer bids is conditional on compliance by the offeror with the additional disclosure requirements relating to issuer bids set out in this Policy Statement 9.1.

4. Clause IV D of Policy Statement 9.1 is deleted and the following substituted therefor:

D. Stock Exchange Insider Bid

Section 88(2)(a) of the Act exempts take-over bids from the requirements of Part XIX of the Act where the bid is made through the facilities of a stock exchange recognized for the purpose in accordance with the by-laws, regulations or policies of the stock exchange. Section E of Policy Statement 3.1 gives recognition to the TSE, ASE and ME and conditional recognition to the Vancouver Stock Exchange. Reference should be made to Policy Statement 3.1.

CHAPTER 6

REQUESTS FOR COMMENTS

6.1 PROMPT OFFERING QUALIFICATION SYSTEM

REQUEST FOR COMMENTS/PUBLIC MEETING ON THE PROMPT OFFERING QUALIFICATION SYSTEM

This is to remind parties with an interest in the Prompt Offering Qualification System (the "POP System") that, in conjunction with its consideration of amendments to the Securities Act, R.S.O. 1980, c.466 (the "Act") and the possibility of incorporating the POP System into the Act as part of such amendments, the Commission made a request for comments on the POP System in the last issue of the OSC Bulletin. The Commission intends to use any comments which it receives in response to this request to determine whether the POP System has met the expectations which accompanied its introduction in 1982 and, if not, to determine whether such expectations might be met by further amendments to Policy 5.6. The Commission would like to receive comments from interested parties on or before March 9, 1984.

The Commission also proposes to hold a public meeting to discuss the operation of the POP System on Thursday, March 22, 1984 commencing at 9:00 a.m. at the Commission's offices in the Harry S. Bray Hearing Room.

For a full text of the Notice announcing the Request for Comments and the public meeting on the POP System, reference should be made to (1984) 7 OSCB 572.

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|------------|----------------------------|-----|------------------------------|
| No Symbol- | purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ACF MANAGEMENT LIMITED	A. G. F. Management Limited	Class B non-voting Pref.		Jan/84		6100		
ABITIBI RESOURCES LTD.	Dupont Nickel Corporation Amended	Common	B	Sept/83		150000	6100	581666
AGRA INDUSTRIES LIMITED	Torchinsky, Benjamin B. Control	Class A	DSB	Jan/84	1	500		129030 64093
ALBERTA ENERGY COMPANY LTD.	Hickey, Lawrence J.	Common	S	Jan/84		300		300
ALCAN ALUMINUM LIMITED	Eustace, Dudley G.	Common	S	1983 Jan/84	T X	1 1800		1834
ALTEX RESOURCES LTD	Ladd, Harold S.	Common		Dec/83	T	5		967
AMERICAN QUASAR PETROLEUM CO.	Disturnal, Richard C. Indirect Holdings	Common	DB	-- Jan/84			1500	1089557
	Bogert, William M.	Common	S	Oct/83			10000	12922
	Fultz Oil Company		B	Oct/83 Jan/84			26000 14000	2016834
	Lowe, Richard L. Trustee for Children		DS	Dec/83	1		7000	1641379 41740
	McMahon, David A. Spouse		DS	Dec/83			35000	505000 25000
	Pool, Norman D.		S	Dec/83			5000	8728
ARGYLL ENERGY CORPORATION	Jones, Derek S. Kenesen Resources Ltd.	Class A	DS	-- Dec/83	1	86250		185500 115000
	Martin, Paul E. Nellmart Limited	Debentures	D	-- Nov/83	1	\$95250		\$95250
	Sutherland, Victor W. Shelf Studies Limited	Class A	DS	-- Dec/83	1	86250		138000 115000
ATCO LTD.	Robertson, Norman W. Share Purchase Plan	Class I	DS	-- 1983 1983	M 1 1	713 1935		8636
	Robertson, Norman W.	Class II	DS	--				1600

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ATCO LTD. (Continued)	Robertson, Norman W. Share Purchase Plan	Class II	DS	1983	M 1		713	---
	Wood, John D.	Class I	D	Jan/84 Jan/84 Feb/84	M	6000	3000 3000	3000
		Class II		Jan/84	M		6000	1000
AUDAX GAS & OIL LTD.	Hunter, Harry D. Indirect Holding	Common	DS	Jan/84 Jan/84	1	20000 25000		340665 70000
	J.S.E. Enterprises Ltd. W.H.A. Clow			-- Jan/84	1	42500		142000
AUTOMOTIVE HARDWARE LIMITED	Miller, Earl I. Estate of Irwin Goldhart	Class A	DK	--				
	Miller, Earl I. Estate of Irwin Goldhart	Class B	DK	-- Jan/84	E 1	1100000	1100000	1100000
	Miller, Earl I. Estate of Irwin Goldhart	Class C	DK	--				
	Ranney, Kenneth W.	Class A	DS	--	IR		32271250	100
BANISTER CONTINENTAL LTD.	Banister, Ronald K.	5 1/2% Debentures	DSB	--				
	Elmbridge Limited			Dec/83	1		\$232500	\$1162500
BANK OF MONTREAL	Baillie, John N.	Common	S	1983	T	43		851
	Bates, Albert E. Share Ownership Program		S	-- 1983	T 1	161		832
	Bolus, John W.		S	1983	T	118		803
	Brash, Willard D. RRSP		S	-- 1983	T 1	162		851
	Burke, Michael A.		S	1983	T	51		546
	Ellis, James R.		S	1983 1983	T	109 54		837
	Erian, Henri A.		S	1983	T	245		810

BANK OF MONTREAL (Continued)	REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR		MONTH-END HOLDINGS
							ACQUIRED	SOLD OR DISPOSED	
		Erian, Henri A. Share Ownership Plan	Common	S	1983	T 1	162		851
		Fry, Derek A.	Ordinary	S	--	IR			530
		Harker, William C. Employee Ownership Program	Common	S	--				1800
		Henry, Stuart W. Share Ownership Plan		S	1983	T 1	164		763
		Hopkins, George W. DPSP		S	1983	T 1	162		851
		Kazuta, Richard T. Share Ownership Program		S	1983		82		208
		Kriekle, Dean E. Employee Plan		S	1983	1	41		104
		Lammers, Rodney G. Share Ownership Programme		S	1983	T	105		530
		Luce, Jr. Addison L.		S	1983	T 1	52		265
		Luyt, David M.		S	Nov/83		100		600
		MacAskill, Gord		S	1983	T 1	158		804
		MacDougall, Hartland M. Share Ownership Program Estate		S	--				38
		MacMillan, Donald K.		S	1983	T 1	162		849
		MacMillan, Neil R.		S	1983	T	160		836
		Marple, Allen C.		S	1983	T	90		1298
		Mercaldo, Edward L. Indirect Holding		S	1983	T	161		847
		Morel, J. A. Ernest		DS	--				2500
		Nicolson, David L.		S	1983	T 1	40		707
		Palmer, Keith E.		S	--	1			12800
				S	1983	T	157		786
				S	1983	T	138		1277
				S	--	IR			27
				S	--				700
				S	1983	T 1	162		850
				S	1983	T	162		851
				D	Dec/83			2857	---
				S	--				2000

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BANK OF MONTREAL (Continued)	Palmer, Keith E. Share Ownership Program	Common	S	1983	T 1	162		851
	Peddle, Lester T. Indirect Holding		S	-- 1983	T 1	124		540
	Robson, Kenneth D.		S	1983	T	163		840
	Rowe, Howard G.		S	1983	T	166		766
	Sobey, William M.		D	Mar/83		494		1000
		Warrants		Apr/83 Nov/83		2000	2000	---
	Tutt, David W. Stock Dividend Program	Common	S	--				1000
	Share Ownership Program			1983	T 1	90		250
				1983	T 1	163		750
	Whittaker, Frank A.		S	1983	T	99		307
BANK OF NOVA SCOTIA, THE	MacFarlane, Gordon F.	Common	D	Jan/84	V	600		900
BELL CANADA ENTERPRISES INC.	Lafleur, Anthony J. Spouse	Common	SI	-- Jan/84	1		400	1000
BLACK GREGOR EXPLORATIONS LTD.	Latimer, Radcliffe R.		D	--	IR			500
	Column Holdings Corp.	Common	B	--	IR			100000
		Preference		--	IR			500000
	Hough, John A.	Common	D	--	IR			1
	Klyman, Milton		D	--	IR			1
BLUESKY OIL & GAS LTD.	Munger, Fred		S	--	IR			1
	Munro, Alan		D	--	IR			1
	Harrison, Barry W. Beneficial	7% Preferred	DS	-- Jan/84	1	300		6500 1600
	Harrison, Barry W.	Common	DS	Jan/84	X	75000	11000	525000 4500
	Beneficial Direction			-- --	1 1			391113

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BONANZA RESOURCES LTD.	Butler, Robert M. Pharma Petro Holdings RRSP	Common	S	Jan/84		2000		2000
				--	1			61798
				--	1			4250
BOREALIS EXPLORATION LIMITED	Catawba Corporation, The Amended Trust Agreement Control	Common	B	Oct/83	C		1000	402533
				Oct/83	M 1	125000		125000
				--	1			200000
BOW VALLEY INDUSTRIES LTD	Abramovitch, Fred R. Sons	Common	SI	Jan/84			1000	---
				--	1			100
BRASCAN LIMITED	Simon, Robert P.	Class A	S	Jan/84			1000	35500
BRITISH COLUMBIA TELEPHONE COMPANY	Harbord, Justin V.	Common	D	Jan/84			1000	500
CAE INDUSTRIES LTD.	Stevens, Robert H. Bridger, G. M. D. Hansell, Kenneth L. Jones, Russell R. Veuger, Fred	Common	S	1983	T	18		219
			SI	Jan/84	X	3600		13900
			SI	Jan/84 Jan/84	X	1800 3600		15816
			SI	1983	T	62		5613
			SI	Mar/83 Jun/83 Sept/83 Dec/83	T T T T	215 161 133 109		
CCL INDUSTRIES INC.	Irvine, John K. 452895 Ontario Limited	Common	DS	-- Jan/84	1		300	206700
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	CEMP Investments Ltd.	Pref. Series A	B	Jan/84			300000	3599993
	Kolber, Hon. Ernest Leo	Common	DS	DISI Jan/84	X	75000		2480960
	Wife	Pfd. Series A		Jan/84	X	12500		62500 17500
CAMEL OIL & GAS LTD	Bonnycastle, Richard A.N. Cavendish Investing Ltd	Common	D	-- Jan/84	1		8021	---
CAMPEAU CORPORATION	Cresswell, Donald J.	Subordinate Voting	S	Jan/84			4000	914

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR		SOLD OR		MONTH-END HOLDINGS
						ACQUIRED	DISPOSED	DISPOSED	DISPOSED	
CAMPEAU CORPORATION (Continued)	Cresswell, Donald J. Share Purchase Plan	Subordinate Voting	S	--	1					82314
	King, David Stock Purchase Plan		DS	Jan/84	1		40000			109208 566641
	McCartney, Ronald B. Wife		DS	-- Jan/84	1		50000			5066 49228
	Villemaire, Roland Stock Purchase Plan		S	Jan/84	1		5000			6874 30922
	Walker, Timothy J.		S	Jan/84	M	15730				
	Indirect			Jan/84		15				
				Jan/84				5000		17100
				Jan/84	M 1		15730			59610
	Baviere, Patrick G.	Exch. Pref.	S	Jun/83	E		201			684
				Jan/84	X	214				
CANADA CEMENT LAFARGE LTD.	Hildebrand, Douglas C. RRSP		S	Jan/84	X	214				2477 159
				--	1					
	Kennedy, J. Taylor		D	Jun/83	E		3218			7282
	Lafarge Coppee	1st Pref.	B	Jan/84			95900			76400
	Redfern, John D.	Exch. Pref.	DS	Dec/83 Jan/84	E X	290 267				4146
	Hunter, James D.	Common	DS	1983 Jan/84	T T	31 16				1834
	McLean, William F.		D	1983 Jan/84	T T	882 442				50063
	Whitmac Holdings Limited			1983 Jan/84	T 1 T 1	5646 2801				316994
	Nix, Garnet L.		DS	1983 Jan/84	T T	38 19				2156
	Stock, Valentine N.		DS	1983 Jan/84	T T	1055 490				57520
CANADIAN CORPORATE MANAGEMENT COMPANY LIMITED	MacIntosh, Alexander J.	Preferred	D	1983		7144				
				1983	R		7144			---

REPORTING ISSUER CANADIAN FOUNDATION COMPANY LTD.	INSIDER McCaughey, Andrew G.	SECURITY Preferred	REL 'N DB	TRANS DATE Jan/84	TYPE	BOUGHT OR		MONTH-END HOLDINGS
						ACQUIRED	SOLD OR DISPOSED	
						200		1100
CANADIAN IMPERIAL BANK OF COMMERCE	Bickford, James G.	Common	S	Jan/84		2000		2500
	Broomfield, Alex D.		S	Jan/84		700		939
	Casavant, Marcel J. M.		S	Jan/84		2500		2500
	Cole, Clarence W. Stock Dividend Program		S	Jan/84 1983	T 1	3000 98		5000 98
	Comber, Brian G.	Preferred	S	Jan/84		1000		1000
	Irving, Ian A. L.	Common	S	Jan/84		500		500
	Kenyon, Andrew G.	Securities	S	--	IR			---
	Logan, Frank H.	Common	DS	Jan/84		7000		11000
	MacIntyre, Max A.		S	Jan/84		2000		2000
	McElwain, Richard A.		S	1983	T	20		218
CANADIAN INVESTMENT FUND, LTD.	Shirley, Clifford J.		S	1983 Jan/84	T	202 1100		1520
	Rolland, Lucien G.	Special	D	1983	T	39		721
	Sinclair, Ian D.		D	Jan/84 Jan/84 Jan/84		263	12000	673 23234
	RSP				1	11998		
	Billes, Martha G.	Class A	DB	Jan/84			2300	
CANADIAN TIRE CORPORATION LIMITED	Law, Robert RRSP			Jan/84			700	79452
			DS	Dec/83 Dec/83	V V 1	9395 15180		11259 17316
	Lewis, Harold R.	Series A	S	Jan/84			400	12
	Sheard, Christopher K.	Class A Non-voting	S	Jan/84	X	95		
				Jan/84			100	---
CANADIAN UTILITIES LIMITED		Class B		Jan/84	X	95		100

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANAMAX RESOURCES INC	Berlis, Douglas A. RRSP	Common	D	Jan/84		4713		4713
				--	1			2500
	Hansuld, J. A.		DS	1983 Jan/84		3073	1000	2173
	Hodgson, Christopher J.		S	Jan/84		819		819
	Johnston, F. J.		S	1983 Jan/84		614	300	614
	Sellmer, Hartmut W.		S	Jan/84		1024		1024
CANBRA FOODS LTD.	Burns Foods Limited	Common	B	Jan/84		5700		1923104
CANFOR CORPORATION	Falck, John D.	Common	SI	Jan/84			400	---
	Patterson, Glen A.		S	Jan/84			500	---
CANRON INC.	Hennigar, Lester B.	Securities	S	--	IR			---
CARA OPERATIONS LIMITED	Phelan, Paul J. Cara Holdings Ltd.	Class A	B DISI	-- Jan/84	I	300		2674640
	Phelan, Paul J. Cara Holdings Ltd.	Common	B DISI	-- Jan/84	I	300		26000 2983640
CARVERN INTERNATIONAL INDUSTRIES LTD.	H.O. Financial Limited	Common	B	--	IR			602600
CENTRAL TRUST COMPANY	Cantwell, Angela	Common	D	1983	T	54	179	
	Eddy, Kenneth R.		S	1983	T	12	739	
CESSLAND CORPORATION LIMITED	Bishop, Percy W.	Common	D	--	IR			113780
CINEPLEX CORPORATION	Drabinsky, Garth H. Beneficially	Common	DS	Jan/84 --	1	9450		691510 22440
	Gottlieb, Myron I. Beneficially		DS	Jan/84 --	1	9450		470343 251161
	Tanenbaum, Joseph M.		D	--	IR			427636
COMBINED INTERNATIONAL CORPORATION	Hendriks, Jr. Warren K.	Warrants		--	IR			120000
		Common	S	Jan/84			600	---

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COMBINED INTERNATIONAL CORPORATION (Continued)	Medvin, Harvey N.	\$6 Convertible Preference	S	Jan/84	G		200	22755
COMPUTER INNOVATIONS DISTRI- BUTION INC.	Wife as Trustee			Jan/84	G 1	200		844
	Carroll, William J.	Common	D	Jan/84		14700		114700
	Savings Plan			--	1			2000
BYTEC-COMTERM INC.	Nounou, Jack	Common	D	Jan/84			1000	131241
	Scrim, Russel C. Eness Corporation Limited		D	Jan/84			4000	---
	St. John, W. Glen			--	1			5000
CONSOLIDATED-BATHURST INC.			DS	Oct/83		222858		222858
	Narang, Ashok K. Montreal Trust Company	Common Series A	S	-- Jan/84	1		6300	7 1200
	Thomson, Peter N.	Common	D	Dec/83			1000	2461
	Wagg, T. J. Share Option Plan	Common A	S	Dec/83	G	1		9
				--	1			7500
	Wagg, T. J. Montreal Trust QSSP	Common B	S	-- 1983 --	T 1 1	221		3180 330
CONSUMERS GLASS COMPANY LIMITED	Heward, Chilion F. G.	Common	D	Jul/83	V	12341		24682
	Wife Barbri Securities			Jul/83 Jul/83 Jan/84	V 1 V 1 M 1	640 20649 15843		1280 57142
	Pagurian Corporation Limited. The		B	Jan/84			530100	1344900
CORRIDA OILS LTD.			DS	-- Jan/84	1	29728		547186 29728
	McKenzie, Ralph A. Share Benefit Plan		DS	-- Jan/84	1	18235		307450 18235
R. L. CRAIN INC.	Frank, John F.	Common	S	Jan/84			1900	10000
DAON DEVELOPMENT CORPORATION	Hungerford, Roderick M.	Common	D	Jan/84		20000		30000
DELHI PACIFIC RESOURCES LTD.	Singer, Irwin	Common	DS	Jan/84			26500	509000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DELHI PACIFIC RESOURCES LTD. (Continued)	Singer, Irwin Indirect Holdings	Common	DS	--	1			7218
DIGITECH LTD.	Nicholson, David B. Registered Retirement Savings Plan	Common	DS	Jan/84	X	30000		34500
				Jan/84	1		20000	89500
DOFASCO INC.	Aitken, James A.	Class A	SI	Jan/84	V	600		900
	Cooke, Richard W.		SI	Jan/84	V	20		30
	Sheppard, John G.		DS	Jan/84	V	10000		15000
	Sherman, Frank H.		DS	Jan/84	E		37116	---
		Class B		Jan/84 Jan/84	E V	37116 74232		111348
	Simon, William D.	Class A	S	Jan/84	V	2034		3053
		Class B		Jan/84	V	594		891
DOMAN INDUSTRIES LIMITED	MacMillan, Alexander	Class A	S	Dec/83			5000	28000
DOMINION TEXTILE INC.	Moisan, Calixa N.	Common	D	Jan/84	T	8		2696
DOMTAR INC.	Fournier, Wilfrid L. P.	Common	S	1983	T	8		277
	Kirkpatrick, John G. Sleeve Investments Ltd.		D	1983 --	T 1	30		778 300
DOW CHEMICAL COMPANY, THE	Blair, Etcyl H. Jointly with wife Savings Plan	Common	S	Jan/84 -- -- --	X 1 1 1	1923		8981 67 1614 1582
DRUMMOND McCALL INC.	Dore, Raymond RRSP	Common	D	-- Dec/83	1	2700		8902
	Drummond, Derek	Series B	D	1983	T	1336		89048
	Hungerford, Roderick M. F. Mary Hungerford Agency	Common	D	Nov/83		3400		3871
				--	1			2700
	Interior Capital Corporation			Dec/83			7850	---

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DRUMMOND PETROLEUM LTD.	Poole, Roger Amended	Common	S	Jun/83	E	481		
DUNCAN PARK HOLDINGS CORPORATION	Pope, Joseph	Common	DSB	Dec/83	E	805		1286
	Chaumont Securities Limited			--				10000
ENEXCO INTERNATIONAL LIMITED	Lachman, Walter	Common	D	Jan/84	1	7000		223970
			D	Jan/84	E	40000		148254
		Series A Debenture		Jan/84	E		\$50000	---
ENSERCH CORPORATION	Haggar, Edmond R.	Common	D	Dec/83		2000		5000
EPITEK INTERNATIONAL INC.	Miller, Morley M. 221144 Alberta Ltd. RRSP	Common	S	Jan/84	1		545454	2116484 950831 30900
			--	--	1			
	Salewski, Paul E.		S	Dec/83		6375		11675
EVERGREEN ENERGY RESOURCES INC	Johnston, David W. (A Private Sale)	Common	DSB	Dec/83			600000	1900000
FARADAY RESOURCES INC	Conwest Exploration Company Limited	Common	B	Jan/84		15500		1651770
FATHOM OCEANOLOGY LIMITED	Beresford, James M. Canadmin Limited	Common	D	--	IR			2500 6500
			--	--	IR1			
FISCAL INVESTMENTS LIMITED	Crossett, Paul E. RRSP	Preferred	B	Jan/84	1	700		27260 304324
			--	--				
FLANAGAN MCADAM RESOURCES INC.	McAdam, John	Common	DS	Jan/84		10000		112007
FORD MOTOR COMPANY	Trotman, Alexander J.	Common	S	Jan/84			2219	---
FRANCO-NEVADA MINING CORPORATION LIMITED	Coxford, Stephen R.	warrants	S	Jan/84			3000	---
GAZ METROPOLITAIN, INC.	Normand, Robert	Common	S	Jan/84			1000	2338
	Northern and Central Gas Corporation Limited	9-5/8% Deb. Series B, due Jan. 15, 1991	B	Jan/84	R		\$525000	\$8475000
GENERAL MOTORS CORPORATION	Cunningham, Alexander A.	Common	S	Jan/84	C	692		10004

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENERAL MOTORS CORPORATION (Continued)		Common	S					
	Cunningham, Alexander A. Savings Stock Purchase Program			--	1			3327
	Edman, John R.		S	Jan/84	C	588		7821
	Wife			Jan/84	X	2108		1035
	Savings Stock Purchase Program			--	1			3349
	Jensen, Reuben R.			--	1			
	Wife		S	Jan/84	C	899		27721
	McCormack, John P. Savings Stock Purchase Program			Jan/84	X	7674		2324
				--	1			4138
			S	Jan/84	C	372		2573
GRANDAD RESOURCES LIMITED	Bob-Clare Investments Limited	Class B	B	Feb/84		3596923		
				Feb/84	E		3596923	---
				Feb/84	E			4132341
GRANDUC MINES, LIMITED	Weatherall, John Klondike & Le Moyne	Common	D	--				2700
				Jan/84	1	22000		64500
GRANITE DEVELOPMENT CORPORATION	Taylor, Angus G.	Securities	S	--	IR			---
	Webster, Holten R.		D	--	IR			---
GRANITE CLUB, LIMITED	Gale, Garry G.	Class A	D	--	IR			99
		Class B		--	IR			1
	Livingston, William R.	Class A	D	--	IR			99
		Class B		--	IR			1
GREATHER WINNIPEG GAS COMPANY	Northern and Central Gas Corporation Limited	8-1/2% First Mortgage due Jan. 1, 1991	B	Jan/84	R		\$125000	\$3625000
		9-5/8% Deb. due Jan. 15, 1991		Jan/84	R		\$125000	\$2000000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GREY GOOSE CORPORATION LIMITED	Laidlaw Transportation Limited	Common	B	Jan/84		3300		
				Jan/84	F	198350		2536056
		Warrants		Jan/84 Jan/84		500	198350	---
GREYHOUND LINES OF CANADA LTD.	Matthews, Ronald S.	Common	SI	1983		32		137
GUARDIAN CAPITAL GROUP LIMITED	Guardian Capital Group Limited	Common		Jan/84		50		79610
GUARDIAN-MORTON SHULMAN PRECIOUS METALS INC.	Guardian-Morton Shulman Precious Metals Inc.	Common		Jan/84		136000		
				Jan/84	R		139000	136000
GUARDIAN TRUSTCO INC	Cavelti, Peter C. P. C. Cavelti & Associated Limited	Common	DS	--				10200
				Jan/84	1	2000		2000
GULF & WESTERN INDUSTRIES, INC.	Morgan & Dilworth Inc.	Preferred A	B	Jan/84		1600		3200
	Smathers, George A.	Common	D	Jan/84		1000		10000
GULF CANADA LIMITED	Winterton, William M.	Common	S	Dec/83			459	---
HALEY INDUSTRIES LIMITED	Barr, Brian W. Brian Barr Holdings Limited	Common	D	Jan/84		100		100
				--	1			7900
	Kedrosky, Gregory J.		DS	Jan/84			1100	4000
	Macaskill, Archibald M. RRSP		S	Jan/84 Jan/84	1		500 4000	--- ---
	McRae, R. Howard Indirect Holdings		D	-- Jan/84 Jan/84 Feb/84	1 1 1	3000		413000 408000
	Murray, Harvey W.		S	Jan/84			500	4700
	Taylor, David S. RRSP		S	Jan/84 Jan/84	1		500 500	600 900

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HALEY INDUSTRIES LIMITED (Continued)	Turnbull, Robert M.	Common	DS	--				2500
	Robert Turnbull Holdings Limited			Jan/84	1		100000	368000
HARDEE FARMS INTERNATIONAL LTD.	Franklin, Cecil H.	Common	DSB	--				200
	Algonquin Mercantile Corporation			Jan/84	1	9900		2932569
	Minaco Equipment Limited			--	1			98477
HARRIS STEEL GROUP INC.	Franklin, Cecil H.	Class A	D	--				1000
	Minaco Equipment Ltd.			Jan/84	1		50000	15600
HARVEY WOODS LIMITED	van Straubenzee, Hilary R	Common		Jan/84			4978	---
HOMESTAKE EXPLORATIONS LIMITED	Harbinson, Vincent N. Executor	Common	DSB	Jan/84	1	25000		525000
				--				200000
HUDSON BAY MINING AND SMELTING CO. LIMITED	Merringer, Edmund F.		D	--	IR			5000
	Callander, William K.	Special	S	Dec/83	T	1		67
	Nominee			--	1			39
	Kozel, Shirley A.		S	Dec/83	T	1		72
	Taylor, Charles K. Family		D	--	IR1			52
HUGHES TOOL COMPANY	Collier, Jr. C. J. Daughter	Common	DS	Jan/84 Jan/84	G G 1	600	600	33208 2320
IU INTERNATIONAL CORPORATION	Jackson, John T.	Common	D	Jan/84 Jan/84	X X	13685	4034	79104
IMASCO LIMITED	Ackman, Roger S. Supplementary Benefit Plan	Common	S	1983		36		3077
				--	1			5116
	Crawford, H. Purdy		D	1983	T	23		1266
	Drury, Victor M. Supplementary Benefit Plan		S	--				979
				1983	1	5		784
	Foster, Roderick C.		D	1983	T	73		2767

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IMASCO LIMITED (Continued)	Foster, Roderick C. Supplementary Benefit Plan	Common	D	1983	I	30		4393
	Glezos, Matthews Supplementary Benefit Plan		S	1983	T	94		4373
	Harris, William J. Supplementary Benefit Plan		S	--				6616
				1983	I	17		1704
	Hudon, Yves Supplementary Benefit Plan		D	1983	T	71		2425
	Claire Hudon In Trust			1983	I	67		9884
				--	I			9552
								4000
	Kilburn, Peter		D	1983	T	76		4331
	Martin, G. Michael		S	1983	T	16		628
	Matte, Bernard W. Supplementary Benefit Plan		D	--				2575
				1983	I	31		4463
	Mercier, Jean-Louis Supplementary Benefit Plan		D	--				2579
				1983	I	61		8757
	Pare, Paul Supplementary Benefit Plan		D	--				1720
				1983	I	256		36379
	Perusse, Noel Supplementary Benefit Plan		S	1983	T	60		2296
	Family			1983	I	8		1264
				--	I			48
	Ricard, L. Edmond Supplementary Benefit Plan		D	1983	T	81		3080
				1983	I	205		29198
INCO LIMITED	Ryan, Paul K. Supplementary Benefit Plan	Common	S	1983	T	90		3080
				1983	I	20		2866
	Aitken, W. Roy O.		S	1983	T	7		529
	Baird, Charles F.		DS	1983	T	163		16403

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INCO LIMITED (Continued)	Bridges, Harold	Common	D	1983	T	5		2189
	Curlook, Walter		S	1983	T	63		7712
	Davison, Brian K.		DI	1983	T	2		127
	Dewitt, Richard R.		DISI	1983	T	1		28
	Hews, Charles F.		S	1983	T	2		213
	Jessup, Jr. Philip C. Wife		S	1983	T	24		1443 10
	Keating, Stephen F.		D	1983	T	3		264
	Lord Nelson of Stafford		D	1983	T	4		333
	McDougall, Ian		DS	1983	T	78		7461
	Moran, John J.		S	1983	T	2		272
	Newman, Winton K.		S	1983	T	5		767
	Phillips, Donald J.		DS	1983	T	79		7240
	Podolsky, Terrence		S	1983	T	4		430
	Richardson, George T. James Richardson & Sons		D	1983 1983	T T 1	4 1987		282 141442
	Shadforth, Anthony T.		DISI	1983	T	3		229
	Ursell-Smith, George		SI	Jan/83			350	---
	Wadsworth, Dyer S.		DISI	1983	T	8		854
	Willmot, Donald G. Willhaven Limited		D	1983 --	T 1	32		2240 500
	Scherertz, Jack R.	Securities	DI	--	IR			---
	Slack, Henry R.	HBMS Special	D	--				
	Indirect Holding		--	Dec/83	IR1 T 1	460		23000 23460
	Slack, Henry R.	HBMS Warrants	D	--				
INNOPAC INC.								
INSPIRATION RESOURCES CORPORATION								

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INSPIRATION RESOURCES CORPORATION (Continued)	Slack, Henry R. Indirect Holding	HBMS Warrants	D	--	IR1			9000
INTERMETCO LIMITED	Brown, Harry K.	Common	S	Dec/83	1	180		9180
			S	Jan/84 Feb/84	X	3000	3000	3000
INTERNATIONAL BUSINESS MACHINES CORPORATION	Foley, P. Martin	Capital	S	Nov/83	G		158	19360
	Son			Nov/83	G 1	20		20
	Katzenbach, Nicholas deBelleville Wife		DS	--				37648
				Dec/83	G 1		192	---
INTERNORTH INC.	Lautenbach, Terry R.		S	Jan/84			257	8538
	Dienstbier, Daniel L. Trusteed Investment Plan	Common	DISI	--	IR			3077
	Employee Stock Ownership Plan			--	IR1			4636
	Wife			--	IR1			789
				--	IR1			300
INVESTORS GROUP, THE	Severa, Gordon L. Wife		S	Jan/84			2500	9300
	Other Indirect			--	1			3000
				--	1			13750
	Desmarais, Paul	Class A Non-Voting	B	--				
	Power Corp. of Canada Ltd.			Jan/84	1	65		5787940
	Desmarais, Paul	Common	B	--				
	Power Corp. of Canada Ltd.			Jan/84	1	25		6802605
	Desmarais, Paul	Preferred	B	--				
	Power Corp. of Canada Ltd.			Jan/84	1	20		1269869
INVERNESS PETROLEUM LTD.	Ross, George	Common	DI	Dec/83	E	1440		1440
INVESTORS HOTEL LIMITED PARTNERSHIP	561687 Saskatchewan Ltd.	Units		--	IR			1
	J.R. Capital Corporation			--	IR			124

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR		MONTH-END
						ACQUIRED	SOLD OR DISPOSED	HOLDINGS
		Units	SSI	--	IR			12
INVESTORS HOTEL LIMITED PARTNERSHIP (Continued)	Prescesky, Sonya E.			--	IR			
	Remai Investment Co. Ltd.			--	IR			200
	Remai, Darrell J.		DISI	--	IR			25
	Remai, John V.		DS DISI	--	IR			211
	Zwack, Dennis	Securities	DISI	--	IR			---
ISLAND TELEPHONE COMPANY LIMITED, THE	Cameron, James L.	Common	S	Dec/83		499		1227
	Fraser, Charles J.		D	Dec/83	T	95		2495
	Leavitt, Herbert C.		D	Dec/83	T	8		425
	Livingstone, Donald R.		DS	Dec/83		1242		6523
	Hall, John A.	Common	D	Jan/84		500		1000
KERR ADDISON MINES LIMITED	Cody, J. Derrill	Common	S	--	IR			406
KERR-MCGEE CORPORATION	Filiatrault, Maurice	Common	S	Jan/84		625		20974
	Stock Option Plan			--	1			10806
	Perron, Michel Somiper Inc. Lisa Perron	Common A	B	Nov/83 Dec/83 --	1 1 1	250 8000		10671 446670 12000
LA VERENDRYE MANAGEMENT CORPORATION	Amyot, Pierre-Paul Amended Stock Dividend Election Plan	Common	DI	--				600
	Bergeron, Guy Dividend Reinvestment Plan		DI	--				72
	Binnendyk, Robert A. Amended		DI	--				170
				Oct/83 Jan/84	T 1 T 1	6 5		6 11
				Jan/84	T 1	1		1
JOHN LABATT LIMITED				Nov/83 Nov/83	X	2500	2500	170

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
JOHN LABATT LIMITED (Continued)	Binnendyk, Robert A. Amended Dividend Reinvestment Plan RRSP	Common	DI	Oct/83 Jan/84 --	T 1 T 1 1	1 2 80		1 3 80
	Blakney, John F. Amended		DI	--				6546
	Stock Dividend Election Plan RRSP			Nov/83 Jan/84 Oct/83 Jan/84 -- Dec/83	X X T 1 T 1 1 X 1	434 66 46 11	1500	5046 5480 66 114 1201 1212
	Exec. Share Purchase Plan Exec. Share Option Plan - 1975			-- -- Jan/84	1 1 X 1			2200 734 300
	Colquhoun, Hugh M. Amended Stock Dividend Election Plan		DI	--			434	200
	Conde, Michael H. Amended Stock Dividend Election Plan		DI	Oct/83 Jan/84 Jan/84	T 1 T 1 X	2 1 2000		2 3 2200
	Diamond, Charles Amended Dividend Reinvestment Plan		D	Jan/84 -- Oct/83 Jan/84	T 1 -- 1 1	18 -- 20 19		18 2000 20 39
	Goodman, Edwin A. Amended Dividend Reinvestment Plan Suvretta Entertainments Ltd. Daughter		D	-- Oct/83 -- --	-- T 1 1 1			13 9224 1300

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
JOHN LABATT LIMITED (Continued)		Common	D					
	Goodman, Edwin A. Amended Dividend Reinvestment Plan			Jan/84	T 1	12		25
	LaMothe, Andre S. Amended		DI	Oct/83		2000		2240
	Stock Dividend Election Plan			Nov/83			1600	640
	RRSP			Oct/83	T 1	2		2
				Jan/84	T 1	6		8
				--	1			860
				Dec/83	1	8		868
	Loranger, Fernand Amended		DI	--				1800
	Stock Dividend Election Plan			Jan/84	X	1732		3532
	Exec. Share Option Plan - 1975			Oct/83	1	4000		8200
	RRSP			Jan/84	T 1		1732	6468
	Exec. Share Purchase Plan			Oct/83	1	18		18
				Jan/84	X 1	17		35
				--	1			1545
				Dec/83	1	15		1560
				--	1			2000
	Morrison, Bradley W. Amended		DI	--				560
	Stock Dividend Election Plan			Oct/83	T 1	5		5
	RRSP			Jan/84	T 1	5		10.
				Dec/83	1	5		593
				--	1			250
	Penner, W. A. Amended		DI	--				
	Stock Dividend Election Plan			Oct/83	T 1	2		
				Jan/84	T 1	2		4
	Pinder, Herbert C. Amended		D	--				
	RRSP			Dec/83	1	\$2000		\$2000
	Other Indirect			--	1			\$12000
	Pinder, Herbert C.		D	--				200
		Common						

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
JOHN LABATT LIMITED (Continued)	Pinder, Herbert C. Stock Dividend Election Plan	Common	D	Oct/83 Jan/84	1 T 1	2 1		2 3
	Saint-Pierre, Guy Amended Stock Dividend Election Plan Exec. Share Option Plan - 79 RRSP Exec. Share Purchase Plan - 83		S	Jan/84		900		6900
	Sienna, Lino Amended Stock Dividend Election Plan		DI	Jan/84	T 1	154		154
				Jan/84	1 1		900	9892 666
				--	1			50000
				--				200
	Stapleton, Brian L.	Class A	DI	Oct/83 Jan/84	T 1 T 1	2 1		3
	Dividend Reinvestment Plan			-- Sept/83 Dec/83	IR V V	50	50	50 100
	Thorpe, Richard S. Family Other Indirect	Common	DI	Jan/84	T 1	1		1
				-- Jan/84	T 1 T 1	2 1		2 310
LAFARGE CORPORATION	Baviere, Patrick G.	CCL Ex. Pref.	SI	Jan/84	IR X	214		671 684
	Hildebrand, Douglas C. RRSP		SI	Jan/84		214		2477 159
	Redfern, John D.		DS	Dec/83 Jan/84	E X	290 267		4146
LAKE SHORE MINES LIMITED	573776 Ontario Inc. Amended	Common	B	--	IR			229500
				Dec/83			229500	---
LAMBDA MERCANTILE CORPORATION	Roininen, Eino	Option	SI	--	IR			5000
LANPAR TECHNOLOGIES INC.	Klump, Raymond A.	Common	S	Jan/84			500	---

REPORTING ISSUER	INSIDER	SECURITY	REL'N DATE	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LITTLE LONG LAC GOLD MINES LIMITED	Lake Shore Mines Limited	Common	B	Jan/84		2500		455373
LUMONICS INC.	Little, Bruce W.	Common	SI	Oct/83		100		100
LYNX-CANADA EXPLORATIONS LIMITED	Camflo Mines Limited	Common	B	Feb/84		36000		687200
MICC INVESTMENTS LIMITED	Belanger, Michael F.	Common	D	Dec/83	T	6		131
MACKENZIE FINANCIAL CORPORATION	Lovatt, Neil	Common	S	Jan/84	X	5000		
				Jan/84			3700	1300
MACLEAN HUNTER LIMITED	Campbell, Donald G. Stock Dividends	Common Class X	DS	1983	T	7031		860397 45
MAJESTIC CONTRACTORS LIMITED	Oswald, George M.	Common	S	Jan/84	X	3196		15980
	Wasylynychuk, Levern G.		S	Jan/84	X	2024		2102
MAPLEX MANAGEMENT & HOLDINGS LIMITED	Cairn Capital Inc.	Class A	B	Jan/84		800		317689
		Class B		Jan/84		800		318929
MARITIME ELECTRIC COMPANY LIMITED	Duvar, Ivan E. H.	Common	S	Dec/83		481		544
	Fuller, Howard B.		D	Dec/83		100		331
	Hartt, Andrew D.		S	Dec/83		551		2979
	Hicks, Edward J.		S	Dec/83		954		4943
	Inkpen, David S.		S	Dec/83		989		6710
	Robertson, Walter S.		DS	Dec/83		565		1130
MASCOT GOLD MINES LIMITED	Campbell Resources Inc. Giant Mascot Explorations Limited	Common	B	Jun/83		61900		780262
				--	1			3533551
MASSEY-FERGUSON LIMITED	Strong, Maurice F.	Securities	D	--	IR			---
MCDONALD'S CORPORATION	Klinefelter, James A.	Common	S	Jan/84	X	5000		9112
MELCOR DEVELOPMENTS LTD.	Holmes, William G.	Common	DS	Jan/84			1000	17540

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MERCIER EXPLORATIONS LIMITED	Harper Consulting Services Inc.	Common		Jan/84		8000		15633
MEXTOR MINERALS LIMITED	Ram Petroleums Limited	Common	B	Jan/84	M	100		2632800
MIDCON OIL & GAS LIMITED	Streit, Charles W.	Common	D	Jan/84		3500		14000
MIDLAND DOHERTY FINANCIAL CORPORATION	Hatanaka, William H.	Common	S	Jan/84		500		3555
	Marthinsen, Craig T. RRSP		S	Jan/84	I	3000		27500 500
MINERAL RESOURCES INTERNATIONAL LIMITED	Climan, Zave M.	Common	D	--	X	20000		
			--	--			10000	11505
MOLSON COMPANIES LIMITED, THE	Willmot, Donald G. Willcrest Limited	Class A	DS	--				
				Jan/84	T	465		
				Jan/84	I		465	50000
MONARCH INVESTMENTS LIMITED	Robertson, William	Common		--	IR			7085
MONENCO LIMITED	Murchison, Murdo	Common	SI	Jan/84	M		1000	16062
	Smith, Walter J. 98786 Canada Inc.	Class B Subordinate	DS	--				
				Jan/84	I		2000	38102
MONTREAL CITY AND DISTRICT SAVINGS BANK, THE	Beaudin, Guy A.	Common	D	--	IR			1000
				Aug/83	V	1000		2000
	Leman, Josette D.	10.5% Pref. Ret.	D	--	IR			1000
		Common		--	IR			1125 2250 3100
MORGAN HYDROCARBONS INC	Harris, Edmund A.	Common	S	Jan/84		77		3173
	Hopwood, Terrence J.		S	Jan/84		85		859
	Horte, Vernon L.		DS	Jan/84	X	10000		
				Jan/84		31		229391
	Lawson, James E.		S	Jan/84		88		601

REPORTING ISSUER	INSIDER	SECURITY	REL 'N DATE	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MORGAN HYDROCARBONS INC (Continued)	McPherson, A. Neil	Common	S Jan/84			80		798
	Wolcott, D. M.		DS Jan/84 Jan/84		G	2797	2600	221132
MOTORCADE INDUSTRIES LIMITED	Winter, Martin	Common	DS Jan/84			300		328599
MOUNT WRIGHT IRON MINES COMPANY LIMITED	Little Long Lac Gold Mines Limited	Common	B Jan/84			1363492		3102117
MUNICIPAL FINANCIAL CORPORATION	Cherry, Douglas B. Trustee	Common	DDI Jan/84	--		500		14802
					1			16800
NAHANNI MINES LIMITED	Harquail, J. A. Impact Investments	Common	DS Jan/84	--			1000	473669 26000
NATIONAL BANK OF CANADA	Dawson, Kenneth L. wife	Common	S Jan/84 Jan/84	--		3800		---
					1			1511 6500
NATIONAL RESOURCE EXPLORATIONS LTD.	Ducharme, Claude Indirect Holdings	Common	D 1983 --		T 1	38		271925
	Charpentier, Joseph A.		DS Jan/84			650		
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	Cameron, Alastair D. 119657 Canada Inc.	Common	DS 1983		T 1	1		51
	Collingwood, Henry		1983		T 1	134		1929
	Wells, Clyde K.		D 1983		T	138		2061
	Nickerson, Donald R.	Common	D 1983		T	12		351
NEWFOUNDLAND TELEPHONE COMPANY LIMITED			S Jan/84				100	169
NEWFOUNDLAND CAPITAL CORPORATION LIMITED	Clarke, Donald Ian Amended	Class A	SI Dec/83				100	---
	Pension Plan	Class B	-- Dec/83				200	4600
	Mahar, William S.		SI Jan/84				5000	---

REPORTING ISSUER NORCEN ENERGY RESOURCES LIMITED	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR SOLD OR		MONTH-END HOLDINGS
						ACQUIRED	DISPOSED	
	Bane, Thomas G.	Non-voting Ordinary		1983		172		538
	Duguid, Alick S. G. Savings and Investment Plan	Voting Ordinary		1983		65		431
		Non-voting Ordinary	S	--				597
	Duguid, Alick S. G. Savings and Investment Plan	Voting Ordinary	S	--		250		616
				1983	1		176	597
				1983	1			542
	Hennenfent, William C.	Non-voting Ordinary	S	--				2674
	Canada Trust RRSP			1983	1	559		999
				1983	1		125	---
	Hennenfent, William C. Canada Trust RRSP	Voting Ordinary	S	--		386		2674
				1983	1		125	826
				1983	1			---
	Leroux, Jean-Jacques Savings Plan	Non-Voting Ordinary	S	--				7083
				1983	1	403		1667
	Leroux, Jean-Jacques Savings Plan	Voting Ordinary	S	--		279		7083
				1983	1			1543
	Sheeres, Timothy G. Savings and Investment Plan	Non-voting Ordinary	S	Jan/84	X	2596		2596
				--	1			437
	Sheeres, Timothy G. Savings and Investment Plan	Voting Ordinary	S	Jan/84	X	2596		2596
				--	1			383
	Thompson, Harold	Non-voting Ordinary	DI	Dec/83		503		1034
		Voting Ordinary		Dec/83		3		534
	Burrows, Frederic R.	Common	S	Jan/84		25		250
	Carrier, Raymond		S	Jan/84		25		3512

NORMICK PERRON, INC.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NORMICK PERRON, INC. (Continued)	Little, Bruce W. wife	Common	SI	Oct/83		150		---
				Oct/83	1		200	---
	Thibault, Raymond Geoffrion Leclerc Inc.		S	Aug/83	1	25		225 5411
				--				
NORTHERN TELECOM LIMITED	Cyr, Joseph V. R.	Common	DI	Feb/84		100		100
	Robinson, Jr. Walter M. Cede & Co. Trustee		D	-- Jan/84 --	1 1	1000		2500 25
NOVA, AN ALBERTA CORPORATION	Dooley, Ronald D.	Common	S	1983		1770		
				1983	T	68		16621
NU-WEST GROUP LIMITED	Allsopp, Harold R. Trustee RRSP	Class C NV Conv	SI	-- 1983 --	1 1	640		2496 4357 83
	Birnie, Daryl E. Trustee RRSP		SI	-- 1983 --	1 1	212		134 1438 6000
	Joudrie, H. Earl Trustee		DI DISI	-- 1983	1	640		80572 4357
	Kennedy, Paul I. Danimike Development Corporation Ltd.	Class A	S	--	IR			869
				--	IR1			5000
	Kennedy, Paul I. Danimike Development Corporation Ltd.	Class C	S	--	IR			47
	May, Frank J.	Securities	S	--	IR			1000
	Molnar, Edward L. Trustee	Class C NV Conv	DISI	-- 1983	1	320		---
	Mross, Werner D.	Securities	S	--	IR			3218 2178
	Phillips, G. Maxwell Trustee	Class C NV Conv	SI	-- 1983	1	70		---
	Schienenbein, Leonard G.	Securities	S	--	IR			795 992
	Skoreyko, Alan M.		S	--	IR			---

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR		MONTH-END
						ACQUIRED	SOLD OR DISPOSED	HOLDINGS
NU-WEST GROUP LIMITED (Continued)	walker, Douglas W. Trustee	Class C NV Conv	S	--				
				1983	1	69		961
OAKWOOD PETROLEUMS LTD.	Blades, D. Nolan	Common	S	1983		612		19064
	Blashyn, Andy J.	Class A	DS	1983		114		16254
		Common		1983		1003		17143
	Boyse, A. Norman	Class A	S	1983		131		16051
		Common		1983		1124		17044
	Ekstrom, Brian S.	Class A	DS	1983		274		216123
		Common		1983		2337		218185
	Partridge, John M.	Class A	SI	1983		95		1068
		Common		1983		811		1784
OCCIDENTAL PETROLEUM CORPORATION	Dorgan, J. J.	Common	S	Jan/84	G		180	29236
	Other Indirect			--	1			14312
	Murdock, David H. In Trust		D	--				152900
	Spouse			--	1			1423
	International Mining Corporation			--	1			4369812
				Jan/84	1	216400		
OCELOT INDUSTRIES LIMITED	Lyons, James V.	Class B	DS	Jan/84		2000		3274450
OFFSET OIL & GAS RESOURCES LTD.	Harper Consulting Service Inc.	Common		Jan/84		1500		14000
OLD CANADA INVESTMENT CORPORATION LIMITED	Pitt, Susan E. Spouse	Common	S	Jan/84	T	495		8664
				--	1			300
ORCATECH INC	Cottier, Roy T. Spouse	Common	S	-- Jan/84	1	100		500
ORRWELL ENERGY CORPORATION LTD.	Mackie, Daniel A.	Common	S	--	IR			33900
PANHANDLE EASTERN CORPORATION	Boring, Jr. Mac O.	Common	D	Jan/84	G		2000	44000

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PARKLAND INDUSTRIES LTD.	Goruk, Andrew	Common	D	--	IR			125000
	Lawrence, Terrance D. RRSP		DS	--	IR			126541
				--	IR1			4792
PEMBINA RESOURCES LIMITED	Cummings, Alex R.	Common	S	1983 Nov/83		729	1000	3281
PENN WEST PETROLEUM LTD.	Pennant Resources Limited Amended	Common	B	Dec/83			245000	4217860
	Pennant Resources Limited		B	Dec/83 Jan/84			1000 80000	4216860 4136860
PENNZOIL COMPANY	Ferguson, Jr. Jerome H. Stock Plan	Common	S	-- 1983			1626	6099 3883
	Fitzgeorge, Harold J. Stock Plan		S	-- 1983			1591	1500 4962
	Gay, Wilbur L. Stock Plan		S	-- 1983			433	1299
	Hazen, Sally S. Stock Plan		S	Jan/84 1983			50 107	859 250
	Kajander, John Stock Plan		S	Jan/84 1983			117 493	3177 4980
	Pate, James L. Stock Plan		S	Jan/84 1983			116 308	2734 759
	Warren, Thomas W. Stock Plan		DS	1983 --		2706		31529 28614
PHILLIPS PETROLEUM COMPANY	Kittrell, G. M.	Common	D	Jan/84			3767	1677
POCO PETROLEUMS LTD	Peters, Robert G. Black Diamond Cattle Co Other Indirect	Common	D	-- Apr/83 --		3900		833668 37000 115523
POLYCOM SYSTEMS LIMITED	Helix Investments Limited	Common	B	Jan/84		31500		486296
		Preferred		Jan/84		1000		9800
PONDER OILS LTD.	Nissen, Eric	Common	DS	Jan/84		900		2544467
PROVIGO INC.	Provost, Rene	Common	S	Dec/83		302		

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PROVIGO INC. (Continued)	Provost, Rene	Common	S	Jan/84			174600	177341
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	Dunphy, T. J. Dermot	Common	D	Dec/83		88		1166
QUARTET ENERGY RESOURCES LTD.	Chapman, Sidney F.	Common	D	Jan/84			5000	5000
RAYROCK RESOURCES LIMITED	Chad, Stanley J. RSP	Common	D	-- Jan/84	1	700		18700
REDSTONE RESOURCES INC.	Harquail, J. A. Impact Investments	Warrants	DS	-- Jan/84	1		18500	10000 17000
REED STENHOUSE COMPANIES LIMITED	Leitch, Peter G. Bansco & Co.	Class A	D	Jan/84			4000	17147
RENAISSANCE ENERGY LTD.	Matthews, Wilmot L. Other Indirect	Common	D	Jan/84	1	11000		119106 53093
ROCKWELL INTERNATIONAL CORPORATION	Oles, Carl J.	Common	S	Jan/84	Z	4768		61052
ROGERS CABLESYSTEMS INC.	Swanson, Jr. William F. Yockey, Donald J.	Common	S	Jan/84	Z	3406		9472
RONYX CORPORATION LIMITED	Fierheller, George A. Warrington, John E. Alder Consultants Ltd.	Common	DS	-- --	IR1	10218		22926
ROYAL BANK OF CANADA, THE	Brennan, Michael A. Bull, Warren C.	Common	S	1983		127		2445
	Burnett, John T.		S	Mar/83 Apr/83		162	110	362
	Channell, Albert M.		S	Dec/83 1983		145 13		342
	Gregson, Brian D.		S	1983 Jan/84		176		1550
	Hoke, Robert W.		S	1983		372	400	1507
	Johnson, G. James		S	1983		2		104
			S	1983		3		109

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ROYAL BANK OF CANADA, THE (Continued)	Kitchen, David N.	Common	S	Nov/83		7		500
	Middaugh, Stanley		S	1983		13		210
	Van Slyck, James A. W.		S	Jan/84		10		630
	Walz, James C.		S	1983		159		211
ROYAL TRUSTCO LIMITED	Clark, Charles J.	Class A	D	Jan/84		367		3000
	Trenholme, Harry E. Management Share Purchase Plan		S	Jan/84			1000	4000
				Jan/84	I	5000		5000
ST ANDREW GOLDFIELDS LTD	Morlock, James H.	Warrants	S	--	IR			11000
SATELLITE CONSOLIDATED METALS LTD.	Coniagas Mines Limited, The	Common	B	Jan/84		600000		751364
SCEPTRE RESOURCES LIMITED	Caisse de depot et placement du Quebec Amended	Common	B	Dec/83		411100		6911100
	McColl, Howard S.		D	Nov/83		5000		165713
SCOTT PAPER LIMITED	Guay, Therese	Common		Jan/84			148	---
SEAGRAM COMPANY LTD., THE	Herbits, Stephen E.	Common	S	--	IR			375
SEAWAY MULTI-CORP. LIMITED	Rosenfeld, William P.	7 1/2% Sinking Fund Debentures Due 23/08/88	DS	--	IR			\$18360
				Nov/83			\$18360	---
SELKIRK COMMUNICATIONS LIMITED	Baker, Kenneth A.	Class A Non-voting	S	1983		124		324
	MacKay, John S.		DS	1983		1578		262330
	Pearson, Hugh J.S. RRSP		DS	-- Jan/84	1	2000		1020 2000
SHADOWFAX RESOURCES LTD.	Exton, Leonard R.	Common	D	Jan/83 Nov/83		2000	3000	3000 ---
SHAW INDUSTRIES LTD.	Cavanagh, Edward E.	Common	S	Jan/84	X	3391		7391
SILTRONICS LTD.	Ker, Duncan G.	Common	S	Jan/84		5750		5750

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LA SOCIETE MINIERE LOUVEM INC.	Boutin, Maurice	Common	D	--	IR			1
	Gagnon, Francois	1983-84 Deposit Receipt	D	--	IR			1
STRATHFIELD OIL & GAS LTD	Peters, Robert G. Other Indirect	Common	D	Dec/83 --	1	426742		426842 98690
TASHOTA-NIPIGON MINES LIMITED	Cambrian Investments Inc.	Common		Apr/83		62000		403580
TEESHIN RESOURCES LTD	Coulter, Michael Mijil Corporation Inc.	Common	DS	-- Dec/83	1	6500		14700 28167
	Kelley, Stafford K.		DS	Oct/83 Oct/83 Dec/83 --		13000 116500	10000	221584 338084 336108
	Other Indirect Kel-Oak Realty Limited			Nov/83	1		117000	219108
TELEDYNE CANADA LIMITED	Cox, Jr. Townsend C.	Common	DS	Jan/84		500		1000
TERRA MINES LTD.	Cheesbrough, Peter H. Stock Dividend	Common	DS	Jan/83 Jan/83	T 1	52 50		1102 1050
	Shaw, Gordon H.		DS	Jan/84	T	4791		100646
	Shearer, Douglas H.		D	Jan/84	T	467		9817
	Taylor, Hugh K.		DS	Jan/84	T	250		5250
	Weemers, G. B. RRSP		D	-- Jan/84	T 1	1807		401 48324
THOMSON NEWSPAPERS LIMITED	Thompson, Kenneth R.	Class B	DSB	1983	T	678		23008
TOMBILL MINES LIMITED	Horne, Stuart R.	Class B	S	Jan/84		46500		82600
TONKA RESOURCES INC	Krystia, Walker J.	Common	DS	Jan/84		20000		23000
	McDonough, Brian P.	Stock Option	D	--	IR			20000
	Rapski, John	Common	D	-- Jan/84	IR		1000	1000 20000
		Stock Option		--	IR			20000

REPORTING ISSUER TONKA RESOURCES INC (Continued)	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR		MONTH-END HOLDINGS
						ACQUIRED	SOLD OR DISPOSED	
	Thornley-Hall, Ivan	Stock Option	DS	--	IR			20000
TORONTO-DOMINION BANK	Wheeler, Pauline		S	--	IR			20000
	Anderson, Frederick L.	Common	S	Jan/84		105		310
	Baillie, A. Charles		S	Dec/83		296		6858
	Baker, Gordon R.		S	Dec/83		105		
				Jan/84		600		
				Jan/84	F	59		1172
	de Billy, Jacques		D	Jan/84	F	3045		22245
	Elliott, William M.		D	Jan/84		3395		25047
	Kolber, Hon. Ernest L.		D	Jan/84	F	3651		29197
	Marini, Guido A.		S	Dec/83		144		3791
TORSTAR CORPORATION	Poole, William C.		S	Jan/84	F	1116		8931
				Jan/84		105		9036
	Quigley, James E.		S	Jan/84		222		1035
	Roth, N. R.		S	Jan/84		1910		
				Jan/84	T	523		14542
	Zimmerman, Adam H. Merman Holdings Limited		D	--				
				Jan/84	F 1	500		2000
	MacIntosh, Alexander J.	Class B	D	1983	T	500		16774
	Kiggins, Gilbert	Common	S	Dec/83		1000		4000
	Wife			--	1			100
TOTAL PETROLEUM (NORTH AMERICA) LTD.	Bassel, John P.	Class A	D	Jan/84		776		61724
	PMSM Investments Ltd.			Jan/84	1	267		
				Jan/84	1		250	52143
TRADERS GROUP LIMITED	Marchmont, Alan R.		DS	Jan/84		5		1005
	McCutcheon, Frederick Y.		D	Jan/84		454		87622
	Franann Holdings Ltd.	Common	B	Sept/83		1400		805741

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRANS CANADA GLASS LTD. (Continued)	Franann Holdings Ltd.	Common	B	Oct/83		9000		814741
				Dec/83		100		814841
				Dec/83		200		815041
TRI-STAR RESOURCES LTD	Falconer, Ian A.	Common	D	Jan/84			5000	11000
TRILOGY RESOURCES CORPORATION	Bowens, Richard N. Other Indirect	Common	S	Nov/83	R		2000	198391
				Dec/83		1	1000	29241
TRIMAC LIMITED	McCaig, John R. McDevco Holdings Ltd. Two Oak Investments Ltd Shorrocks Investment Ltd.	Common	DS	-- Feb/84 -- --	1 1 1		140000	4642110 550000 150000
TUDOR ENERGY CORPORATION	Conn, Abraham J. Tudor Developments Ltd.	Common	DSB	Dec/83 --	1	27250		27250 2072501
	Conn, Lionel Tudor Developments Ltd.		DSB	Dec/83 --	1	27250		409803 2072501
U A P INC.	Mongrain, Andre C.	Class A	S	Dec/83		500		5210
		Warrants		Dec/83		300		1255
UNION GAS LIMITED	Edgell, F. M. Stock Savings and Investment Plan	Common	S	Jan/83 1983	1	359	1000	21602 2154
UNITED FINANCIAL MANAGEMENT LTD.	Exco Corporation Limited	Common	B	Jan/84		1175		1190645
UNIVERSAL EXPLORATIONS (83) LTD.	McGeough, Gerald Brickburn Estates Ltd. 249117 Alberta Ltd. Gladys Marion McGeough Rosemary McGeough Kevin McGeough	Common	D	-- -- -- -- --	IR IR1 IR1 IR1 IR1			81278 130500 39511 333 333 483
VEDRON LIMITED	La Prairie, Leon F.	Common	DS	Jan/84			1500	146400
VICTORIA AND GREY TRUST COMPANY	Smith, Donald J.	Common	D	Jan/84			5000	1800
VICTORIA AND GREY TRUSTCO LIMITED	Baillie, Duncan	Common	S	Jan/84			600	---

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
VICTORIA AND GREY TRUSTCO LIMITED (Continued)	Baillie, Duncan RSP	Common	S	--	1			400
	Somerville, William H.		D	Jan/84		400		12079
VULCAN INDUSTRIAL PACKAGING LIMITED	Prendergast, James B.	Common	B	Jan/84			5000	35000
HIRAM WALKER RESOURCES LTD.	Giffen, John A.	Common	DISI	1983 Jan/84 Jan/84	X	480 200	200	1374 1374
WEST HILL ENERGY INC.	MacDonnell, Peter L. P.	8.5% Debentures	D	--	IR			\$25000
	Brent, Paul B.	Common	DS	--	IR			50000
WESTMIN RESOURCES LIMITED	Hampton, R. O.	Common	DS	Jan/84 Jan/84 1983	1	1000	1000 500	2000 210
	Other Indirect							
	Hartley, William B. Trustee		S	-- 1983	1	617		1000 2543
	Killick, John B. Trustee		S	-- 1983	1	587		937
	Kulsky, Eugene W. Trustee		S	-- 1983	1	724		2017
	Marshall, Paul M. Trustee		D	-- 1983	1	1296		134117 1297
	Miller, Douglas W. Trustee		S	1983 --	1	867		1000 210
	Ostrosser, Richard H. RRSP Trustee		S	-- -- 1983	1 1 1	733		1685 680 734
	Repka, D. A. Trustee		S	-- 1983	1	567		900 664
	Soregarol, Arthur E. Stock Plan		S	Aug/83 1983	1	594	200	10800 1839
	Troyer, C. G. Trustee		S	-- 1983	1	678		300 679

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WESTMIN RESOURCES LIMITED (Continued)	Verveda, H. William Trustee	Common	S	-- 1983	1	494		1100 162
	Walton, John S. Trustee		D	-- 1983	1	1012		1462
	webster, Donald D. Trustee		S	-- 1983	1	689		872
WIMBERLEY RESOURCES LTD.	Singer, Irwin	Common	DS	Jan/84			82000	62000
YELLOWKNIFE BEAR RESOURCES INC	Streit, C. William	Common	DI	Jan/84			1600	22069

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Jan. 26, 1984	Associates Investment Company	ASSOCIATES CAPITAL CORPORATION OF CANADA - COMMON SHARES	\$17,500,999	17,500,999 shares
Jan. 26, 1984	Associates Capital Corporation	ASSOCIATES CAPITAL CORPORATION OF CANADA - PROMISSORY NOTE	18,134,342	\$18,134,342
Jan. 25, 1984	Associates Capital Corporation	ASSOCIATES CAPITAL CORPORATION OF CANADA - SERIES 1 SECOND PREFERRED SHARES	18,134,342	10,000 shares
Jan. 26, 1984	Associates Investment Company	ASSOCIATES CAPITAL CORPORATION OF CANADA - SERIES 1 FIRST PREFERRED SHARES	500,000	500,000 shares
Feb. 06, 1984	Confederation Life Insurance Company	AVCO FINANCIAL SERVICES CANADA LTD. - 12 1/4% NOTES	2,000,00	\$2,000,000
"	Roytor & Company A/C #41	"	"	\$2,000,000
"	Societe de Fiducie du Credit Foncier	"	1,000,000	\$1,000,000
Jan. 31, 1984	McLeod Young Weir Limited	BAXTER TECHNOLOGIES CORPORATION - OPTION TO PURCHASE 250,000 COMMON SHARES	125,000	1 shares
Jan. 17, 1984	Daer, George D.	CAMBRIDGE VENTURE LTD. CLASS A SHARES	187	18,755 shares
"	Higgins, Kenneth	"	246	24,645 shares
"	Peters, Frederick C.	"	187	18,755 shares
"	Peters, James R.	"	928	92,845 shares
Jan. 03, 1984	Roytor & Co. #17 Acct.	CORRIDA OIL LTD. - CLASS A PREFERRED SHARES	216,000	216 shares
Jan. 10, 1984	Roytor & Co. #17 Acct.	CORRIDA OILS LTD. - COMMON SHARES	216,438	386,497 shares

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Jan. 11, 1984	Holdorer Corporation	GOLDALIE INVESTMENTS LIMITED WARRANTS	\$1,050,000	500,000 Wts.
Jan. 31, 1984	Royex Sturgex Mining Limited	INTERNATIONAL CORONA RESOURCES LTD. - 9% CONVERTIBLE DEBENTURES, DUE JANUARY 31, 1987	6,500,000	\$6,500,000
Jan. 31, 1984	Royex Sturgex Mining Limited	INTERNATIONAL CORONA RESOURCES LTD. - COMMON SHARES	5,425,000	700,000 shares
Jan. 26, 1984	Alberta Government Telephone Employees Pension and Death Benefit Fund	JAMES MARTIN INVESTMENTS LIMITED - COMMON SHARES	99,981	4,646 shares
"	Bahamas International Trust Company Limited	"	149,994	6,970 shares
"	Beehive Investments Limited	"	99,981	4,646 shares
"	Canada Permanent Trust Company	"	"	4,646 "
"	Canada Trust Company	"	499,995	23,234 shares
"	Continental Bank of Canada	"	199,985	9,293 shares
"	Independent Order of Foresters	"	499,995	23,234 shares
"	International Trust Company, The	"	199,963	9,929 shares
"	London Life Insurance Company	"	1,599,990	74,349 shares
"	Montreal Trust Company	"	399,970	18,586 shares
"	National Trust Company	"	99,981	4,464 shares
"	Salvation Army, The	"	199,985	9,293 shares

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Jan. 26, 1984	Saskatoon Board of Education Pension Fund	JAMES MARTIN INVESTMENTS LIMITED - COMMON SHARES	\$99,981	4,646 shares
"	University of Toronto, The	" "	199,985	9,293 shares
Jan. 31, 1984	Partners, Daly G.	LACANA MINING INC. CLASS A SHARES	3,000,000 U.S.	300,000 shares
Jul. 29, 1983	Coyle, F. Gordon	LOOSE ENDS - UNITS	25,000	1.43% units
"	Fung, King Sheung Eugene	" "	"	1.43% "
"	McNeill, Alistair S.	" "	"	1.43% "
"	Nikore, V.	" "	50,000	2.86% units
"	Sahaidak, Nancy C.	" "	25,000	1.43% units
"	Schacher, Victor R.	" "	37,500	2.145% units
"	Velji, Azim M.	" "	25,000	1.43% units
Jan. 31, 1984	Androck Inc.	MCPHAR INSTRUMENT CORPORATION CLASS D PREFERRED SHARES	3,500,000	350,000 shares
Jan. 16, 1984	NABU Manufacturing Corporation	NABU NETWORK CORPORATION COMMON SHARES	100,000	6,585,299 shares
Oct. 01, 1983	Bretzler, Gary D.	NORTHCOR EXPLORATION PROGRAM 1983-11 - UNITS	110,000	4 units
"	Camillo, Adam C.	" "	27,500	1 units
"	Connell, Allan R.	" "	110,000	4 units
"	Duncan, Dwight	" "	27,500	1 units
"	Gladstone, Lillian	" "	"	1 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Oct. 01, 1983	Glousher, Barbara	NORTHCOR EXPLORATION PROGRAM 1983-11 - UNITS	\$27,500	1 units
"	Hurst, Davee	"	"	1 "
"	Lange-Mechlen, Ilse	"	"	1 "
"	Lean, David	"	"	1 "
"	Lindsay, Bruce H.	"	"	1 "
"	Longmore, Claude	"	55,000	2 units
"	Minich, John	"	27,500	1 units
"	Morgan, M. Jane	"	55,000	2 units
"	Whillier, Wayne	"	27,500	1 units
"	Zonghetti, Frank	"	"	1 "
Jan. 19, 1984	Alpha Petroleum Exploration Corporation	PLEXUS RESOURCES CORPORATION COMMON SHARES	598,184 U.S.	299,092 shares
Dec. 30, 1983	563682 Ontario Limited	SUPERPOSTERS - A PARTNERSHIP UNITS	180,000	6 units
"	Cheasapeake Ltd.	"	60,000	2 units
"	Gallop, Marie-Paul	"	180,000	6 units
"	Gallop, William	"	30,000	1 units
"	Harvey, Doug	"	"	1 "
"	Hodgson, Victoria	"	"	1 "
"	Mendoza, J. J.	"	"	1 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Jan. 31, 1984	Matsushita Electric of Canada Limited	SYNERLOGIC INC. - DEMAND PROMISSORY NOTE WITH INTEREST AT 9% PER ANNUM	\$400,000	\$400,000
Jan. 26, 1984	Bank of British Columbia	TRIZEC CORPORATION LTD. SENIOR PREFERRED SHARES CLASS B	3,000,000	300,000 shares
"	Bank of Montreal Corporate Banking	"	10,000,000	1,000,000 shares
"	Banque d'Epargne de la Cite et du District de Montreal	"	5,000,000	500,000 shares
"	Canada Permanent Trust Company	"	10,000,000	1,000,000 shares
"	Canadian Imperial Bank fo Commerce	"	"	1,000,000 "
"	Dominion of Canada General Insurance Company, The	"	500,000	50,000 shares
"	Federal Industries Ltd.	"	2,000,000	200,000 shares
"	Fiducie du Quebec	"	500,000	50,000 shares
"	Fiducie Pret et Revenu	"	"	50,000 "
"	First City Trust Company	"	7,000,000	700,000 shares
"	La Compagnie Sherbrooke Trust	"	250,000	25,000 shares
"	Mercantile Bank of Canada	"	10,000,000	1,000,000 shares
"	Morgan Trust Company of Canada	"	1,700,000	170,000 shares
"	National Trust Company Limited	"	5,000,000	500,000 shares
"	North Canadian Investments Ltd.	"	10,000,000	1,000,000 shares

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Jan. 26, 1984	North West Trust Company	TRIZEC CORPORATION LTD. SENIOR PREFERRED SHARES CLASS B	\$1,000,000	100,000 shares
"	Nova Scotia Savings and Loan Company	"	250,000	25,000 shares
"	Toronto Dominion Bank	"	11,000,000	1,100,000 shares
"	Trust General du Canada	"	2,000,000	200,000 shares
"	Zurich Insurance Co. Investments Department	"	1,500,000	150,000 shares
Jan. 25, 1984	B. G. R. Precious Metals Inc.	WESTLEY MINES LIMITED - UNITS	300,000	200,000 units
"	Bain, Virginia B.	"	36,000	24,000 units
"	Bratty, Rudolph P.	"	30,000	20,000 units
"	Comi, Angelo P.	"	"	20,000 "
"	Fromer, Sidney	"	45,000	30,000 units
"	Goldstein, David	"	54,000	36,000 units
"	Gottlieb, Myron	"	33,000	22,000 units
"	National Westminster Guernsey Trust Company Limited	"	180,000	120,000 units
"	Raymond, James D.	"	54,000	36,000 units
"	Skimming, Thomas	"	"	36,000 "
"	Tanenbaum, Toby R.	"	"	36,000 "
Jan. 30, 1984	Affida Bank	WHARF RESOURCES LTD. - UNITS	500,000	5,000 units

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Jan. 30, 1984	Credit Suisse	WHARF RESOURCES LTD. - UNITS	\$300,000	3,000 units
"	Goldcorp Investments Limited	"	500,000	5,000 units
"	Goldtrust	"	200,000	2,000 units
"	Guardian - Morton Shulman Precious Metals Inc.	"	300,000	3,000 units
"	Precious Metals Trust plc	"	"	3,000 "
"	Royal Bank of Scotland plc	"	100,000	1,000 units
"	Societe Internationale de Placements	"	"	1,000 "
"	Swiss Bank Corporation	"	200,000	2,000 units
"	TR Natural Resources Investment Trust plc	"	300,000	3,000 units
"	Verwaltungs - Und Privat - Bank AG	"	200,000	2,000 units

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE	AMOUNT
Jan. 18, 1984	Jun. 16, 1983	403372 Ontario Limited	BRAMALEA LIMITED - 8% CONVERTIBLE DEBENTURES	\$650,000	\$650,000
Jan. 19, 1984	"	"	"	700,000	\$700,000
Jan. 24, 1984	"	"	"	200,000	\$200,000
Jan. 25, 1984	"	"	"	300,000	\$300,000
Feb. 08, 1984	Nov. 19, 1982	Mutual Life Assurance Company of Canada	DEVELCON ELECTRONICS LTD. COMMON SHARES	11,000	1,000 shares
Jan. 24, 1984	Apr. 29, 1983	Dofasco Employees' Savings and Profit Sharing Fund	HEES INTERNATIONAL CORP. COMMON SHARES	180,000	10,000 shares
Jan. 26, 1984	Apr. 29, 1983	Dofasco Supplementary Retirement Income Plan	"	107,300	5,800 "
Jan. 27, 1984	"	"	"	540,125	2,900 "
Jan. 30, 1984	"	"	"	24,050	1,300 "
Dec. 30, 1983	Oct. 31, 1981	Sun Life Assurance Company of Canada	NORTHERN TELECOM LIMITED COMMON SHARES	279,010	5,578 shares
Jan. 31, 1984	Jul. 27, 1983	403372 Ontario Limited	REVELSTOKE COMPANIES LTD. COMMON SHARES	690,000	80,000 shares
Feb. 02, 1984	Jan. 18, 1983	Mutual Life Assurance Company of Canada	TECK CORPORATION - CLASS B SHARES	53,750	5,000 shares
Jan. 20, 1984	Feb. 06, 1981	Dofasco Supplementary Retirement Income Plan	VULCAN INDUSTRIAL PACKAGING COMMON SHARES	20,000	5,000 shares

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

<u>SELLER</u>	<u>SECURITY</u>	<u>AMOUNT</u>
Lafarge Coppee S.A.	CANADA CEMENT LAFARGE LTD. - \$1.30 PREFERRED	815,000 shares
Koster, Rudolf	G & B AUTOMATED EQUIPMENT LIMITED COMMON SHARES	2,000 "
Ragonetti, Barbara	MAGNACON MINES & OILS LIMITED COMMON SHARES	200,000 "

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

9.1.1 TRANS CANADA RESOURCES LTD.

TAKE-OVER BIDS, ISSUER BIDS

NOTICE OF INTENTION - FORM 35

TRANS CANADA RESOURCES LTD.

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
561282 ONTARIO INC.	PRIVATE PLACEMENTS
561282 ONTARIO INC.	OFFERING MEMORANDUM
A.E. LEPAGE CAPITAL PROPERTIES	T.S.E. MATERIAL
AARDMORE HOLDINGS INC.	APPLICATION
ABERFORD RESOURCES LTD.	APPENDICES TO PRO.
ACCORD RESOURCES INC.	NAME CHANGE
ADELINA RESOURCES LTD.	AUD. ANN. FIN. STMT.
AGF HITECH FUND LIMITED	PROSPECTUS
ALGOMA STEEL CORPORATION LIMITED	PRIVATE PLACEMENTS
AMAX INC.	PRESS RELEASE
AMCO INDUSTRIAL HOLDINGS LIMITED	T.S.E. MATERIAL
AMERICAN EAGLE PETROLEUMS LIMITED	PRESS RELEASE
AMERICAN PYRAMID RESOURCES INC.	ANNUAL REPORT
ARBOR CAPITAL RESOURCES INC.	PRESS RELEASE
ARGENTEX RESOURCE EXPLORATION CORP.	APPENDICES TO PRO.
ARGENTEX RESOURCE EXPLORATION CORP.	PROSPECTUS
ARGYLL ENERGY CORPORATION	EXEMPT FINANCING NOT
BANK OF BRITISH COLUMBIA	AUD. ANN. FIN. STMT.
BARRICK RESOURCES CORPORATION	PRESS RELEASE
BAXTER TECHNOLOGIES CORPORATION	APPLICATION
BBC REALTY INVESTORS	IFS 12 MN DE 31 83
BELL CANADA ENTERPRISES INC.	PRESS RELEASE
BENVAN HOLDINGS INC.	RULING/ORDER/REASONS
BLYTHWOOD CONSOLIDATED RESOURCES LTD.	IFS 6 MN OC 31 83
BLYTHWOOD CONSOLIDATED RESOURCES LTD.	CERTIF. OF MAILING
BMB COMPUSCIENCE CANADA LTD.	T.S.E. MATERIAL
BOMAC BATTEN LIMITED	T.S.E. MATERIAL
BRAMALEA LIMITED	PRIVATE PLACEMENTS
BRINCO LIMITED	PRESS RELEASE
BROSNAN MINES LTD.	LET. TO SHAREHOLDERS
BUDD CANADA INC.	SHRHLDRS. MTNG. MAT.
BUDD CANADA INC.	SHRHLDRS. MTNG. MAT.
CABLESHARE INC.	PRESS RELEASE
CAL-DATALINE CORPORATION	SHRHLDRS. MTNG. MAT.
CAMINDEX MINES LIMITED	FORM 27-MAT. CHANGE
CAMRECO INC.	T.S.E. MATERIAL
CANADA NORTHWEST ENERGY LIMITED	PRESS RELEASE
CANADA TRUSTCO MORTGAGE COMPANY	PRESS RELEASE
CANADAX RESOURCES LIMITED	T.S.E. MATERIAL
CANADIAN OCCIDENTAL PETROLEUM LTD.	PRESS RELEASE
CANADIAN PACIFIC ENTERPRISES LIMITED	CHANGE DIRECTORS
CANADIAN PACIFIC LIMITED	PRIVATE PLACEMENTS
CANADIAN UTILITIES LIMITED	PRIVATE PLACEMENTS
CANADIAN UTILITIES LIMITED	PRIVATE PLACEMENTS
CANADIAN UTILITIES LIMITED	PRIVATE PLACEMENTS
CANADIAN UTILITIES LIMITED	PRIVATE PLACEMENTS
CANADIAN UTILITIES LIMITED	PRIVATE PLACEMENTS
CANADIAN UTILITIES LIMITED	PRIVATE PLACEMENTS

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
CANALANDS RESOURCES CORPORATION	SHRHLDRS. MTNG. MAT.
CANAMAX RESOURCES INC.	PRESS RELEASE
CAPITAL CABLE TV LTD.	PRESS RELEASE
CB PAK INC.	PRESS RELEASE
CELANESE CANADA, INC.	PRESS RELEASE
CENTRE 114 LIMITED	PRIVATE PLACEMENTS
CHANCE MINING AND EXPLORATION COMPANY	PRIVATE PLACEMENTS
CHARRIOT RESOURCES LTD.	PRESS RELEASE
CHESTER MINERALS LTD.	PROSPECTUS
CINEPLEX CORPORATION	T.S.E. MATERIAL
COMBINED INTERNATIONAL CORPORATION	DIVIDEND NOTICE
COMINCO LTD.	PRESS RELEASE
CONESTOGA BRIDGE CAPITAL CORP.	PRIVATE PLACEMENTS
CONSOLIDATED BATHURST INC.	PRESS RELEASE
CONSUMERS DISTRIBUTING COMPANY LIMITED	T.S.E. MATERIAL
CONTINENTAL BANK CAPITAL CORPORATION	AUD. ANN. FIN. STMT.
CONTINENTAL BANK FINANCIAL CORPORATION	AUD. ANN. FIN. STMT.
CONTINENTAL BANK LEASING CORPORATION	AUD. ANN. FIN. STMT.
CONTINENTAL BANK OF CANADA	PRESS RELEASE
CONTINENTAL BANK REALTY CORPORATION	AUD. ANN. FIN. STMT.
DENISON MINES LTD.	NET EARNINGS FOR 198
DENISON MINES LTD.	ANNUAL REPORT
DENISON MINES LTD.	SHRHLDRS. MTNG. MAT.
DENISON MINES LTD.	PRESS RELEASE
DEVELCON ELECTRONICS LTD.	IFS 3 MN NO 30 83
DIXIE OIL AND GAS CORPORATION	AUD. ANN. FIN. STMT.
DIXIE OIL AND GAS CORPORATION	IFS 3 MN NO 30 83
DOMINION TEXTILE INC.	PRESS RELEASE
EDDA RESOURCES INC.	PRELIM. PROSPECTUS
EMBASSY RESOURCES LTD.	PRESS RELEASE
EPITEK INTERNATIONAL INC.	CHANGE OF AUDITORS
EQUITRUST MORTGAGE & SAVINGS COMPANY	MERGER-AMALGAMATION
FALCONBRIDGE LIMITED	PRELIMINARY REPORT
FALCONBRIDGE LIMITED	PRESS RELEASE
FEDERAL INDUSTRIES LTD.	T.S.E. MATERIAL
FINANCIAL TRUSTCO CAPITAL LTD.	APPENDICES TO PRO.
FIRST CITY MORTGAGE COMPANY	MERGER-AMALGAMATION
FIRST CITY PROPERTIES INC.	FORM 10K
FIRST MARATHON INC.	APPLICATION
FLAG RESOURCES LIMITED	IFS 9 MN SE 30 83
FLAG RESOURCES LIMITED	EXEMPT FINANCING NOT
FLAG RESOURCES LIMITED	PRIVATE PLACEMENTS
FLYING CROSS PETROLEUM CORP.	IFS 6 MN NO 30 83
FMG TELECOMPUTER LTD.	SHRHLDRS. MTNG. MAT.
GALAXY MINERALS, INC.	PRESS RELEASE
GEAC COMPUTER CORPORATION LIMITED	PRIVATE PLACEMENTS
GEMINI FOOD CORPORATION	NAME CHANGE
GENDIS INC.	PRIVATE PLACEMENTS

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
GERIN INC.	IFS 9 MN DE 14 83
GESCO INDUSTRIES INC.	ANNUAL REPORT
GESCO INDUSTRIES INC.	SHRHLDRS. MTNG. MAT.
GESCO INDUSTRIES INC.	SALES & EARNINGS FOR
GOLDEN BEAR EXPLORATIONS INC.	AUD. ANN. FIN. STMT.
GOLDEN BEAR EXPLORATIONS INC.	IFS 3 MN OC 31 83
GOLDEN BRIAR MINES LIMITED	IFS 6 MN OC 31 83
GOLDEN BRIAR MINES LIMITED	EXEMPT FINANCING NOT
GOLDEN BRIAR MINES LIMITED	SHRHLDRS. MTNG. MAT.
GOLDEN BRIAR MINES LIMITED	PRIVATE PLACEMENTS
GOLDEN HOPE MINES LIMITED	FORM 28-ANN. FILING
GOLDEN RANGE RESOURCES INC.	PRELIM. PROSPECTUS
GOLDHURST RESOURCES INC.	ANNUAL REPORT
GOLDHURST RESOURCES INC.	SHRHLDRS. MTNG. MAT.
GOLDLUND MINES LIMITED	T.S.E. MATERIAL
GOLDLUND MINES LIMITED	PRIVATE PLACEMENTS
GOLDQUEST EXPLORATION INC.	T.S.E. MATERIAL
GOLDSTALKER RESOURCES LTD.	RULING/ORDER/REASONS
GORDEX MINERALS LIMITED	IFS 9 MN NO 30 83
GORDEX MINERALS LIMITED	PRESS RELEASE
GRANDAD RESOURCES LIMITED	PRESS RELEASE
GRANDMA LEE'S INC.	PRIVATE PLACEMENTS
GREAT WEST LIFE ASSURANCE COMPANY, THE	PRESS RELEASE
GREY GOOSE CORPORATION LIMITED	IFS 3 MN NO 30 83
GREY GOOSE CORPORATION LIMITED	CERTIF. OF MAILING
GUARANTY TRUST COMPANY OF CANADA	PRESS RELEASE
GUARDIAN TRUSTCO INC.	PRESS RELEASE
GULF CANADA LIMITED	PRESS RELEASE
GULFSTREAM RESOURCES CANADA LIMITED	IFS 6 MN OC 31 83
HALEY INDUSTRIES LIMITED	ANNUAL REPORT
HALEY INDUSTRIES LIMITED	SHRHLDRS. MTNG. MAT.
HALLMART HOTELS LIMITED	PRIVATE PLACEMENTS
HAMILTON GROUP LIMITED, THE	FORM 27-MAT. CHANGE
HAMMERSON PROPERTY INVES'T & DEVELOP.	FORM 27-MAT. CHANGE
HAMMERSON PROPERTY INVES'T & DEVELOP.	TAKEOVER/FORM 35
HAYES-DANA INC.	PRESS RELEASE
HEADWAY PROP. INV. 77-II	RULING/ORDER/REASONS
HIRAM WALKER RESOURCES LTD.	T.S.E. MATERIAL
HUDSON BAY MINES LIMITED, THE	T.S.E. MATERIAL
HUDSON BAY MINING AND SMELTING CO.,	PRESS RELEASE
HUDSON'S BAY COMPANY	T.S.E. MATERIAL
HUDSON'S BAY COMPANY	PRIVATE PLACEMENTS
HUGHES TOOL COMPANY	PRESS RELEASE
HUSKY OIL LTD.	PRESS RELEASE
HYDRA EXPLORATIONS LIMITED	IFS 6 MN JA 30 83
IMPERIAL OIL LIMITED	PRESS RELEASE
IMPERIAL SQUARE EDMONTON III	RULING/ORDER/REASONS
IMPERIAL SQUARE EDMONTON III	APPLICATION

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
IN. MARK CORPORATION LIMITED	PRESS RELEASE
IN. MARK CORPORATION LIMITED	NAME CHANGE
INLAND NATURAL GAS CO. LTD.	PRESS RELEASE
INLAND NATURAL GAS CO. LTD.	ANNUAL INFO. FORM
INSULITE EXPLORATIONS INC.	IFS 6 MN NO 30 83
INTER-OCEANIC OIL & GAS CORP.	PRESS RELEASE
INTERNATIONAL CORONA RESOURCES LIMITED	PRESS RELEASE
IRON BAY TRUST, THE	PRESS RELEASE
IRVCO RESOURCES LTD.	ANNUAL REPORT
IRVCO RESOURCES LTD.	IFS 3 MN NO 30 83
IRVCO RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
ISLAND TELEPHONE COMPANY LIMITED, THE	T.S.E. MATERIAL
JAYHAWK ENERGY RESOURCES INC.	AUD. ANN. FIN. STMT.
JOHNSON & JOHNSON	DIVIDEND NOTICE
JONPOL EXPLORATIONS LIMITED	IFS 9 MN DE 31 83
JUPITER RESOURCE EXPLORATIONS LIMITED	RULING/ORDER/REASONS
KAPUSKASING RESOURCES LTD.	IFS 9 MN NO 30 83
LAC MINERALS LTD.	T.S.E. MATERIAL
LAIDLAW TRANSPORTATION LIMITED	IFS 3 MN NO 30 83
LAKE ONTARIO CEMENT LIMITED	SHRHLDRS. MTNG. MAT.
LANPAR TECHNOLOGIES INC.	PRIVATE PLACEMENTS
LANPAR TECHNOLOGIES INC.	EXEMPT FINANCING NOT
LEIGH INSTRUMENTS LIMITED	PRESS RELEASE
LITTLE LONG LAC GOLD MINES LIMITED	T.S.E. MATERIAL
LOCHIEL EXPLORATION LTD.	PRESS RELEASE
LOCHIEL EXPLORATION LTD.	RULING/ORDER/REASONS
LOCHIEL EXPLORATION LTD.	APPLICATION
LUCKY STAR .THE	IFS 3 MN NO 30 83
LUMONICS INC.	PRIVATE PLACEMENTS
LYTTON MINERALS LIMITED	PRIVATE PLACEMENTS
LYTTON MINERALS LIMITED	PRIVATE PLACEMENTS
MACKENZIE FINANCIAL CORPORATION	EXERCISED AN OPTION
MACKENZIE FINANCIAL CORPORATION	T.S.E. MATERIAL
MACLEAN HUNTER LIMITED	IFS 12 MN DE 31 83
MACLEAN HUNTER LIMITED	CERTIF. OF MAILING
MADISON OILS LIMITED	TAKEOVER/FORM 35
MANRIDGE EXPLORATIONS LIMITED	PROGRESS REPORT
MAPLE LEAF GARDENS, LIMITED	IFS 6 MN NO 30 83
MAPLE MOUNTAIN RESOURCES LIMITED	PROSPECTUS
MARLBOROUGH FUND, THE	PROSPECTUS
MARLBOROUGH FUND, THE	APPENDICES TO PRO.
MARSHALL MINERALS CORP.	PRIVATE PLACEMENTS
MASCAN CORPORATION	TAKEOVER/FORM 35
MCINTYRE MINES LIMITED	PRESS RELEASE
MCPHAR INSTRUMENT CORPORATION	PRESS RELEASE
MESTON LAKE RESOURCES INC.	PRESS RELEASE
MESTON LAKE RESOURCES INC.	T.S.E. MATERIAL
MIDLAND BANK CANADA	PRIVATE PLACEMENTS

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
MIKES SUBMARINES INC.	FORM 27-MAT. CHANGE
MIKES SUBMARINES INC.	PRESS RELEASE
MINERAL RESOURCES INTERNATIONAL LIMITED	CERTIF. OF MAILING
MITEL CORPORATION	IFS 39 WK NO 25 83
MOFFAT COMMUNICATIONS LIMITED	IFS 3 MN NO 30 83
MOFFAT COMMUNICATIONS LIMITED	PRESIDENT'S ADDRESS
MONK GOLD MINES LIMITED	IFS 39 WK NO 30 83
MONTREAL TRUST COMPANY	PRESS RELEASE
MONTREAL TRUSTCO INC.	PRESS RELEASE
MONTREAL TRUSTCO INC.	PROSPECTUS
MOTHER'S RESTAURANTS LIMITED	PRESS RELEASE
MOUNT WRIGHT IRON MINES COMPANY LIMITED	PRESS RELEASE
MUNICIPAL FINANCIAL CORPORATION	DIVIDEND NOTICE
MUNICIPAL SAVINGS & LOAN CORPORATION	DIVIDEND NOTICE
NABU NETWORK CORPORATION	PRIVATE PLACEMENTS
NABU NETWORK CORPORATION	RULING/ORDER/REASONS
NABU NETWORK CORPORATION	APPLICATION
NATIONAL BANK MORTGAGE CORPORATION	IFS 12 MN DE 31 83
NATIONAL BANK OF CANADA	T.S.E. MATERIAL
NATIONAL BANK REALTY INC.	AUD. ANN. FIN. STMT.
NATIONAL RESOURCE EXPLORATIONS LTD.	PRESS RELEASE
NB COOK CORPORATION LTD.	CHANGE DIRECTORS
NEARCTIC RESOURCES INC.	PRESS RELEASE
NEW BRUNSWICK TELEPHONE CO. LTD., THE	PRESS RELEASE
NEW COLONY ENERGY CORPORATION	FORM 27-MAT. CHANGE
NICKEL RIM MINES LIMITED	T.S.E. MATERIAL
NIGHT HAWK RESOURCES LTD.	IFS 3 MN NO 30 83
NORBASKA MINES LIMITED	T.S.E. MATERIAL
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LTD.	PRESS RELEASE
NORTHLAND BANK	ANNUAL REPORT
NORTHLAND BANK	MINUTES OF THE SEVEN
NORTHUMBERLAND MINES LIMITED	IFS 6 MN NO 30 83
NORTHWEST SPORTS ENTERPRISES LTD.	IFS 3 MN NO 30 83
NOVA BEAUCAGE MINES LIMITED	PRESS RELEASE
NOVA, AN ALBERTA CORPORATION	PRESS RELEASE
NOVA, AN ALBERTA CORPORATION	T.S.E. MATERIAL
O'BRIEN ENERGY & RESOURCES LIMITED	FORM 27-MAT. CHANGE
OAKWOOD PETROLEUMS LTD.	PRESS RELEASE
OAKWOOD PETROLEUMS LTD.	PRESS RELEASE
OCEANIC ELECTRONICS CORPORATION LTD.	PRESS RELEASE
OCEANIC ELECTRONICS CORPORATION LTD.	FORM 27-MAT. CHANGE
ORCATECH INC.	PRELIM. PROSPECTUS
ORCATECH INC.	PRELIM. PROSPECTUS
ORION CAPITAL CORPORATION	DIVIDEND NOTICE
PACIFIC CASSIAR LIMITED	ADDRESS CHANGE
PANCANA MINERALS INC.	PRELIM. PROSPECTUS

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PENNANT RESOURCES LIMITED	RULING/ORDER/REASONS
PENNANT RESOURCES LIMITED	APPLICATION
PETRO-SUN INTERNATIONAL INC.	PRESS RELEASE
PETROMET RESOURCES LIMITED	FORM 27-MAT. CHANGE
PHOTO ENGRAVERS & ELECTROTYPERS LTD.	YEAR END REPORT DECE
PINE POINT MINES LIMITED	PRESS RELEASE
PINTO MALARTIC GOLD MINES LIMITED	APPENDICES TO PRO.
PINTO MALARTIC GOLD MINES LIMITED	PROSPECTUS
POCO PETROLEUMS LTD.	PRESS RELEASE
POTTER DISTILLERIES LTD.	PRESS RELEASE
PROVIGO INC.	PRESS RELEASE
QUEBEC TELEPHONE	T.S.E. MATERIAL
QUEBECOR INC.	T.S.E. MATERIAL
QUEBECOR INC.	PRESS RELEASE
R.F. OIL INDUSTRIES LTD.	PRESS RELEASE
RARE EARTH RESOURCES LIMITED	CHANGE DIRECTORS
RED ROCKET EXPLORATION INC.	IFS 6 MN NO 30 83
REDPATH INDUSTRIES LIMITED	T.S.E. MATERIAL
REDPATH INDUSTRIES LIMITED	PRESS RELEASE
REDPATH INDUSTRIES LIMITED	SHRHLDRS. MTNG. MAT.
REDPATH INDUSTRIES LIMITED	SHRHLDRS. MTNG. MAT.
REED STENHOUSE COMPANIES LIMITED	SHRHLDRS. MTNG. MAT.
RESOURCE SERVICE GROUP LTD.	PRESS RELEASE
RILEY'S DATASHARE INTERNATIONAL LTD.	PRESS RELEASE
RIO ALTO EXPLORATION LTD.	ADDRESS CHANGE
ROGERS CABLESYSTEMS INC.	IFS 3 MN NO 30 83
ROGERS CABLESYSTEMS INC.	PRESS RELEASE
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SELKIRK COMMUNICATIONS LIMITED	PROSPECTUS
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SHADOWFAX RESOURCES LTD.	IFS 9 MN NO 30 83
SHELL CANADA LIMITED	PRESS RELEASE
SHERRITT GORDON MINES LIMITED	PRESS RELEASE
SHERRITT GORDON MINES LIMITED	PRESS RELEASE
SIENNA RESOURCES LIMITED	IFS 6 MN NO 30 83

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ISSUER	TITLE
SILVER LAKE RESOURCES INC.	T.S.E. MATERIAL
SIMPSON'S-SEARS LIMITED	PRESS RELEASE
SISMAN'S HOLDINGS LIMITED	PROSPECTUS
SOUTH-EAST MUFFLER CO.	OFFERING MEMORANDUM
SOUTHWIND RESOURCE EXPLORATIONS LIMITED	PRESS RELEASE
SOVEREIGN COURT LIMITED PARTNERSHIP	OFFERING MEMORANDUM
SOVEREIGN COURT LIMITED PARTNERSHIP	PRIVATE PLACEMENTS
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SPAR AEROSPACE LIMITED	EXEMPT FINANCING NOT
SPAR AEROSPACE LIMITED	PRIVATE PLACEMENTS
SPRINGLAKE RESOURCES LTD.	CHANGE OF AUDITORS
SPRINT RESOURCES LTD.	CERTIF. OF MAILING
STATES EXPLORATION LTD.	FORM 27-MAT. CHANGE
STELCO INC.	LET. TO SHAREHOLDERS
STRAND OIL & GAS LTD.	AUD. ANN. FIN. STMT.
STUART HOUSE INTERNATIONAL LIMITED	DIVIDEND NOTICE
STUART HOUSE INTERNATIONAL LIMITED	PRESS RELEASE
SUNCOR INC.	DIVIDEND NOTICE
SUNCOR INC.	PRESS RELEASE
SUNCOR INC.	PRESS RELEASE
SUNCOR INC.	PRESS RELEASE
SUPERIOR OIL COMPANY	PRESS RELEASE
SYSTEMHOUSE LTD.	PRESS RELEASE
T. EATON ACCEPTANCE CO. LIMITED, THE	ANNUAL INFO. FORM
T. T. Y. PARAMOUNT PARTNERSHIP NO. 6	NOTICE OF DISSOLUTION
TANGLEWOOD CONSOLIDATED RESOURCES INC.	LET. TO SHAREHOLDERS
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TECSYN INTERNATIONAL INC.	IFS 3 MN NO 30 83
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TIMMINCO LIMITED	FORM 27-MAT. CHANGE
TONKA RESOURCES INC.	EXEMPT FINANCING NOT
TORONTO SUN PUBLISHING CORPORATION	PRESS RELEASE
TORONTO-DOMINION CENTRE LIMITED	IFS 9 MN NO 30 83
TOTAL PETROLEUM (NORTH AMERICA) LTD.	PRESS RELEASE
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TRANSALTA UTILITIES CORPORATION	T.S.E. MATERIAL
TRANSCANADA PIPELINES LIMITED	PRESS RELEASE
TRANSCANADA PIPELINES LIMITED	LET. TO SHAREHOLDERS

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TRANSCANADA PIPELINES LIMITED	PRESS RELEASE
TRANSCANADA PIPELINES LIMITED	LET. TO SHAREHOLDERS
TRANSPACIFIC ASBESTOS INC.	FORM 27-MAT. CHANGE
TRANSPACIFIC ASBESTOS INC.	PRESS RELEASE
TREASURE VALLEY EXPLORATIONS LTD.	LET. TO SHAREHOLDERS
TRILLIUM TELEPHONE SYSTEMS INC.	IFS 13 WK NO 25 83
TRIMAC LIMITED	PRESS RELEASE
TRIMAC LIMITED	T.S.E. MATERIAL
TRIMAC LIMITED	PRIVATE PLACEMENTS
TRIPLE CROWN ELECTRONICS INC.	PRIVATE PLACEMENTS
TRITEX PETROLEUM CORP.	IFS 6 MN NO 30 83
TRITEX PETROLEUM CORP.	FORM 27-MAT. CHANGE
TRIZEC CORPORATION LTD.	EXEMPT FINANCING NOT
TRIZEC CORPORATION LTD.	EXEMPT FINANCING NOT
TUNDRA GOLD MINES LIMITED	LET. TO SHAREHOLDERS
TUT ENTERPRISES INC.	T.S.E. MATERIAL
UNION CARBIDE CANADA LIMITED	PRESS RELEASE
UNION GAS LIMITED	IFS 9 MN DE 31 83
UNION GAS LIMITED	PRESS RELEASE
UNION GAS LIMITED	PRESS RELEASE
UNION GAS LIMITED	PRIVATE PLACEMENTS
UNITED TEL-CANADA INC.	PRIVATE PLACEMENTS
VAN HORNE GOLD EXPLORATION INC.	PRESS RELEASE
VEGA GOLD EXPLORATIONS INC.	IFS 9 MN NO 30 83
VESTGRON MINES LIMITED	PRESS RELEASE
VICTORIA AND GREY TRUST COMPANY	CERTIF. OF MAILING
VICTORIA AND GREY TRUST COMPANY	SHRHLDRS. MTNG. MAT.
VICTORIA AND GREY TRUSTCO LIMITED	CERTIF. OF MAILING
VICTORIA AND GREY TRUSTCO LIMITED	T.S.E. MATERIAL
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VISTA EXPLORATIONS LIMITED	IFS 9 MN NO 30 83
VS SERVICES LTD.	SHRHLDRS. MTNG. MAT.
WADDY LAKE RESOURCES INC.	PRESS RELEASE
WALWYN INC.	APPLICATION
WESTCOAST TRANSMISSION COMPANY LIMITED	RULING/ORDER/REASONS
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WESTERN PULP LIMITED PARTNERSHIP	APPENDICES TO PRO.
WESTERN PULP LIMITED PARTNERSHIP	APPENDICES TO PRO.
WESTFORT PETROLEUMS LTD.	T.S.E. MATERIAL
WESTMILLS CARPETS LIMITED	IFS 13 WK NO 26 83
WESTMOUNT RESOURCES LTD.	FORM 27-MAT. CHANGE
WESTMOUNT RESOURCES LTD.	PRESS RELEASE
WOODWARD STORES LIMITED	T.S.E. MATERIAL
YORK CENTRE CORPORATION	SHRHLDRS. MTNG. MAT.
YRI YORK LIMITED	SHRHLDRS. MTNG. MAT.

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CHAPTER 11

NEW ISSUE AND SECONDARY FINANCING

11.1 FINAL RECEIPTS ISSUED - PRELIMINARY PROSPECTUSES

11.1.1 THE OPIMIAN CALIFORNIA VINEYARDS CORPORATION

The Opimian California Vineyards Corporation

Final receipt issued February 1, 1984 for a prospectus dated February 1, 1984 filed by The Opimian California Vineyards Corporation qualifying for sale in Ontario on a best efforts basis a minimum of 41,667 and a maximum of 416,667 common shares at \$12 per common share to the Company of a minimum of \$462,503.70 and a maximum of \$4,625,003.70 before deducting expenses of issue.

Promoters: Thefford Associates Ltd.
Paranapa Corp.
Mountain Spring Vineyards, Inc.
William Hill & Company, Inc.

Agents: Walwyn Stodgell Cochran Murray Limited
McConnell & Company Limited

11.1.2 POCO PETROLEUMS LIMITED

Poco Petroleum Limited

Final receipt issued February 1, 1984 for a prospectus dated January 30, 1984, qualifying for sale 1,529,412 common shares and 509,804 common shares purchase warrants in exchange for 1,529,412 special warrants. There are no proceeds to the Company under the offering.

11.1.3 MASSEY-FERGUSON LIMITED

Massey-Ferguson Limited

A final receipt was issued February 6, 1984 for a prospectus dated February 6, 1984 in respect of up to 24,814,800 common shares and 24,814,800 additional warrants issuable upon exercise of 24,814,800 presently outstanding initial warrants and up to 24,998,500 common shares issuable upon exercise of the additional warrants. Each initial warrant entitles the holder thereof to purchase from the Company on or before February 29, 1984 one common share of the Company and one additional warrant at an exercise price of Cdn. \$5.00 or, if exercised thereafter until May 31, 1991, one common share at an exercise price of Cdn. \$5.00. Each additional warrant will entitle the holder thereof to purchase from the Company one common share of the Company at an exercise price of Cdn. \$3.00 on or before October 1, 1984 and Cdn. \$5.00 thereafter until May 31, 1991.

11.1.4 CANE RESOURCES LTD.

Cane Resources Ltd.

Final receipt issued February 7, 1984 for a prospectus dated January 23, 1984 filed by Cane Resources Ltd. qualifying for sale in Ontario 1,500,000 A units at \$0.25 each and 600 B units at \$825.00 each. A units consist of one common share and one-half of a Series 1 warrant; B units consist of 2,500 flow through common shares and 1,250 Series 3 warrants. The sale of the A units has been underwritten to provide net proceeds to the Company of \$330,000 before deducting expenses of issue. The B units are being offered on a best efforts basis to provide maximum additional net proceeds of \$450,000 before expenses.

Underwriter and Sales Agent: Jones, Gable and Company Limited

11.1.5 FIRST MARATHON INC.

First Marathon Inc.

Final receipt issued February 7, 1984 for a prospectus dated February 7, 1984 filed by First Marathon Inc., qualifying for sale in Ontario 1,250,000 common shares at \$5.25 per share to provide net proceeds to the Company of \$6,118,750 before deducting expenses of issue.

Promoters: Lawrence S. Bloomberg
Robert J. Disbrow
Richard S. Hallisey
Eric Savics
Richard J. Dormon

Underwriter: Dominion Securities Ames Limited

11.1.6 SCI/TECH HOLDINGS INC.

Sci/Tech Holdings Inc.

Final receipt issued February 7, 1984 for a prospectus dated February 3, 1984 qualifying mutual fund shares offered at the net asset value per share.

Agent: Merrill Lynch Canada Inc.

11.2 FINAL RECEIPTS ISSUED - PRELIMINARY SHORT FORM PROSPECTUS

11.2.1 MITEL CORPORATION

Mitel Corporation

Final receipt issued February 1, 1984 for the short form prospectus dated January 31, 1984 offering \$90,100,000 (2,120,000) of \$2.00 cumulative redeemable preferred shares, 1983 R & D Series, at \$42.50 per share to net the treasury of the Company an aggregate of \$85,595,000.

Underwriters: Burns Fry Limited
Wood Gundy Limited

11.3 ANNUAL INFORMATION FORM ACCEPTED

11.3.1 TRIZEC CORPORATION LTD.

February 2, 1984

Trizec Corporation Ltd.

The annual Information Form of Trizec Corporation Ltd. dated November 22, 1983 has been accepted for filing.

11.4 PRELIMINARY PROSPECTUSES RECEIVED

11.4.1 CHESTER MINERALS LIMITED

January 25, 1984

Chester Minerals Limited

Offering 250,000 common shares at a price of \$1.20 per share.

Secondary Offering: 125,000 common shares at \$1.20 - \$2.00

Underwriter: B. M. Young & Partners Securities Inc.

11.4.2 MIT 84-2

MIT 84-2

National Issue-Ontario

Offering * monthly income trust units at a price of \$ * with a minimum purchase of 2 units.

Agent: Merrill Lynch Canada Inc.

11.4.3 ALTAMIRA INCOME FUND

January 27, 1984

Altamira Income Fund

Offering mutual fund units at net asset value.

Distributor: registered securities dealers

11.4.4 WATSON LAKE MINES LIMITED

January 31, 1984

Watson Lake Mines Limited

Offering 500,000 common shares (without par value) at a price of \$1.50 per share.

Secondary Offering: 250,000 shares at \$1.50 - \$2.50

Underwriter: A. C. MacPherson & Co. Limited

11.4.5 STANLEY REEF RESOURCES LTD.

February 2, 1984

Stanley Reef Resources Ltd.

Offering 1,000,000 common shares (without par value) at a price of \$2.00 per share.

Secondary Offering: 500,000 shares at \$2.00 - \$3.00

Underwriter: Marchment & MacKay Limited

11.4.6 NORTHWEST DRUG COMPANY LIMITED

February 3, 1984

Northwest Drug Company Limited

National Issue-Alberta

Offering \$ *, * common shares at a price of \$ * per share.

Underwriter: Nesbitt Thomson Bongard Inc.

11.4.7 INTERPROVINCIAL PIPE LINE (NW) LTD.

February 6, 1984

Interprovincial Pipe Line (NW) Ltd.

National Issue-Ontario

Offering * % debentures, Series A at a price of * and accrued interest, if any.

Underwriters: Wood Gundy Limited
McLeod Young Weir Limited

11.5 AMENDMENTS RECEIVED

11.5.1 RMN-1 SMALL BUSINESS DEVELOPMENT CORPORATION

February 6, 1984

RMN-1 Small Business Development Corporation

Amendment #1 dated February 6, 1984 to prospectus dated December 5, 1983.

11.5.2 RMN-2 SMALL BUSINESS DEVELOPMENT CORPORATION

RMN-2 Small Business Development Corporation

Amendment #1 dated February 6, 1984 to prospectus dated December 5, 1983.

11.5.3 RAILHEAD RESOURCES INC.

Railhead Resources Inc.

Amendment #1 dated February 6, 1984 to prospectus dated November 24, 1983.

11.6 ANNUAL INFORMATION FORM RECEIVED

11.6.1 CANADIAN IMPERIAL BANK OF COMMERCE

February 2, 1984

Canadian Imperial Bank of Commerce

An annual information form dated February 2, 1984 has been filed by Canadian Imperial Bank of Commerce.

11.7 FINAL RECEIPTS ISSUED - EXCHANGE OFFERING PROSPECTUS

11.7.1 KANATA GENESIS FUND LTD.

Kanata Genesis Fund Ltd.

Final receipt issued February 6, 1984 for an exchange offering prospectus dated January 27, 1984, filed by Kanata Genesis Fund Ltd. qualifying for sale in Ontario on a best efforts basis 3,200,000 common shares at \$1.25 per share to provide net proceeds to the Company of \$3,680,000 before deducting expenses of issue.

Promoters: Michael D. Beninger
Brian J. Beninger

Agent: Housser & Co. Limited

11.8 RIGHTS OFFERINGS

11.8.1 DIRECTOR INDUSTRIAL PROPERTIES

February 3, 1984

Director Industrial Properties

Material regarding a rights offering by Director Industrial Properties has been filed with and is acceptable to the Commission.

11.8.2 CARVERN INTERNATIONAL INDUSTRIES LTD.

February 6, 1984

Carvern International Industries Ltd.

Material acceptable to the Commission was filed on February 6, 1984 pursuant to sections 34(1)(14) and 71(1)(h) of the Securities Act (Ontario).

CHAPTER 12
REGISTRATIONS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 25
OTHER INFORMATION

25.1 RELEASE FROM ESCROW

25.1.1 EXROY RESOURCES LTD.

February 2, 1984

Exroy Resources Ltd.

The Commission hereby consents to the pro rata release of 73,125 shares from escrow for the above-mentioned Company.

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OSC BULLETIN

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FEBRUARY 17, 1984

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CHAPTER 1

NOTICES/PRESS RELEASES

1.1 CEDAR SPRINGS FARMS LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF
CEDAR SPRINGS FARMS LTD.

NOTICE OF HEARING
(Section 73)

TAKE NOTICE that the Ontario Securities Commission will hold a hearing at its offices on the 18th floor, 20 Queen Street West, Toronto, on Friday, February 24, 1984 at 10:00 o'clock in the forenoon, or so soon thereafter as the hearing can be held, to consider an application made by Cedar Springs Farms Ltd. ("Cedar Springs") pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c.466 (the "Act") for a ruling that the sale of certain contracts by Cedar Springs is not subject to sections 24 and 52 of the Act. The purchasers of a contract will be entitled to delivery of market hogs at a future date, with the additional right to require Cedar Springs to market the hogs and to pay over the cash proceeds of such sale.

AND TAKE NOTICE that if Cedar Springs or any person or company served with this Notice fails to attend at the time and place aforesaid, the Commission may proceed in their absence and they will not be entitled to any further notice in the proceedings.

February 16, 1984.

"Julie-Luce B. Farrell"

1.2 O.S.C. POLICY 5.6 - PROMPT OFFERING QUALIFICATION SYSTEM

O.S.C. POLICY 5.6 - PROMPT OFFERING QUALIFICATION SYSTEM

Since publication of a revised version of O.S.C. Policy 5.6 (the "Policy") in (1984) 7 O.S.C.B 591, the Commission has received a number of inquiries about the precise nature of the amendments contained in the Policy. In response to these inquiries, a black line version of the Policy has been published in Chapter 5 of this edition of the OSC Bulletin at page 775. The Policy incorporates, inter alia, those amendments referred to in a Notice published by the Commission at (1983) 6 OSCB 859.

In particular, the following changes in the Policy should be noted:

1. The Prompt Offering Qualification System (the "POP System") now extends to securities exchange take-over bids involving, and secondary offerings of, the securities of eligible issuers.
2. The Commission has re-instated the requirement for the written consent of an "expert" who is named as having prepared or certified any part of a document specifically incorporated by reference in a short form prospectus or is named as having prepared or certified a report or valuation used in a document specifically incorporated by reference in a short form prospectus.
3. The Policy clarifies that, for the purpose of determining whether an issuer has satisfied the eligibility criteria set forth in Clauses B.1(d) and (e), the tests are to be based on the results of the issuer's most recently completed financial year for which financial statements have been prepared and reported upon by the auditor of the issuer. Trial stub period certificates, formerly required by former paragraph F.4, are no longer required to be filed with a short form prospectus. Former paragraph F.4 has therefore been deleted from the Policy.
4. The Director has been given the discretion to waive the filing of a new annual information form by an eligible issuer continuing from an amalgamation, merger or other form of reorganization, and he has also been given the discretion to extend the comment period for the preliminary short form prospectus if the proposed offering is too complex to be adequately reviewed within the prescribed time periods.
5. Instruction 3 of Item 8 of Appendix A (the Annual Information Form) has been amended to require disclosure of the percentage of each class of voting securities of the issuer or any subsidiary beneficially owned or over which control or direction is exercised by all directors and senior officers of the issuer as a group. Previously, disclosure was required separately of the number of such securities owned by each director and officer of the issuer. This requirement is now more consistent with the prospectus disclosure contemplated by Item 26 (b) of Form 12, than the proxy circular disclosure contemplated by Item 5(a)(vii) of Form 30 in respect to the meeting convened for the election of directors.
6. Item 14 of Appendix B (Contents of Short Form Prospectus) contains the revised short statement of purchaser's statutory rights adopted by the Canadian Securities Administrators in National Policy No. 35.

7. An eligible issuer's first annual information form, and national issues of the securities of eligible issuers, may now be cleared in reliance upon the provisions of National Policy No. 1.

CHAPTER 2

DECISIONS, ORDERS AND RULINGS

2.1 EXEMPT PURCHASERS

2.1.1 THE RICHARD AND JEAN IVEY FUND

EXEMPT PURCHASERS

THE RICHARD AND JEAN IVEY FUND

The Commission granted recognition to The Richard and Jean Ivey Fund as an exempt purchaser under ss. 34(1)4 of the Securities Act, 1980, for the ensuing twelve months.

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123 (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 5

POLICIES

5.1 O.S.C. POLICY 5.6 - PROMPT OFFERING QUALIFICATION SYSTEM

O.S.C. POLICY 5.6 - PROMPT OFFERING QUALIFICATION SYSTEM

With reference to the Notice of Prompt Offering Qualification System in Chapter 1, the following is a photocopy of a black line version of the O.S.C. Policy 5.6.

A. Introduction and Purpose

1. The current system of distributing additional securities of reporting issuers by a prospectus in Canada is one which requires repetition, in certain circumstances, of information concerning the issuer which has already been published and disseminated into the public trading markets. A reporting issuer is required to file with provincial and territorial securities commissions and administrators (the "Commissions" or individually a "Commission") on a timely basis material information concerning its business and affairs in accordance with the statutory continuous disclosure requirements of the various provincial and territorial securities acts and related investor disclosure legislation (referred to individually as the "Act") and the by-laws of the stock exchanges on which its shares are listed and posted for trading. This integrated and continuous disclosure system for reporting issuers provides a permanent disclosure record which comprises, in part, audited annual and unaudited interim financial statements, press releases, material change reports and proxy solicitation and information circular material. The public information disclosed through these continuous reporting requirements is available not only to security holders of the reporting issuers but is also available to investment dealers, brokers, research analysts, investment advisers and other users of financial information who are in a position to assess and filter such information for the benefit of investors generally. When such a reporting issuer[^], or a holder of the securities of such a reporting issuer to which the prospectus requirements apply (a "selling security holder"), desires to make a public offering of[^]securities of the reporting issuer pursuant to a prospectus on a national basis, it must currently file a prospectus which includes, not only the information with respect to the securities proposed to be issued, but also the previously published information concerning the issuer and its business and affairs.

2. The prompt qualification system for the distribution of securities of senior reporting issuers is designed to shorten the time period and to streamline the procedures by which such issuers and selling security holders may have access to the Canadian capital markets through a prospectus offering without reducing the existing benefits of investor protection or the degree and quality of disclosure to the public and without increasing demands placed upon the personnel at the various Commissions.

3. The essence of the prompt qualification system is to integrate the offering document with previously published issuer-oriented information concerning the eligible senior reporting issuer that has already been made available to the public trading markets. This integration is to be achieved by incorporating such public information by reference into a short form prospectus at the time of the distribution[^] by or on behalf of the issuer or a selling security holder of securities of the issuer.[^]

4. It is the intention of the Commissions at meetings of the Canadian Securities Administrators ("CSA") to review the eligibility criteria of Clauses B.1(d) and (e) periodically and to consider amendments or adjustments based upon experience following the implementation of this Policy Statement.

5. For the purposes of distributing securities in Quebec pursuant to a short form prospectus under this Policy Statement, Commission des valeurs mobilières du Québec will not require that the issuer satisfy the eligibility criteria of Clause B.1(e) and it has advised its Director not to exercise the authority under Paragraph B.3.

B. Eligible Reporting Issuers

1. To be eligible to make use of the prompt qualification system for the distribution by or on behalf of an issuer or a selling security holder of any of[^] the securities of the issuer for cash by means of a short form prospectus in accordance with this Policy Statement, the issuer must satisfy the following criteria:

- (a) the issuer must be a reporting issuer under the Act for at least 36 calendar months prior to the date of the filing of its annual information form and, at the time of each such filing, not then in default of any requirement of the Act;
- (b) the reporting issuer must file an annual information form with the Commission director or securities administrator (referred to as the "Director") under each Act and thereafter a new annual information form in accordance with the requirements set forth in Section F;
- (c) the reporting issuer must not be in default of any requirement of the Act or the regulations at the time of the filing of the preliminary short form prospectus or the issuance of the receipt for the short form prospectus;

- (d) the reporting issuer must have an aggregate market value of common shares and, if applicable, non-voting equity shares and subordinate or restricted voting equity shares, but excluding preferred shares, (such common shares and equity shares being collectively referred to as "equity shares") listed and posted for trading on a stock exchange in Canada held by "non-insider" security holders of the issuer of \$100,000,000 or more, calculated in accordance with Paragraph B.2, during the last calendar month of the issuer's most recently completed financial year for which financial statements have been prepared and reported upon by the auditor of the issuer (hereinafter, except where the context otherwise requires, all references to a previous financial year of an issuer shall be deemed to refer to a previous financial year for which financial statements of such issuer have been prepared and reported upon by the auditor of the issuer); and
- (e) the reporting issuer and its consolidated subsidiaries must have either (i) consolidated shareholders' equity attributable to its issued equity shares of \$100,000,000 or more as at the end of its most recently completed financial year, or (ii) the issuer and its consolidated subsidiaries must have net income after tax of \$15,000,000 or more for two of the last three immediately preceding financial years of the issuer.

2. For the purposes of Clause B.1(d), the aggregate market value of the issuer's issued and outstanding equity shares shall be computed by multiplying (A) the total number of all classes of equity shares issued and outstanding as at the end of the issuer's most recently completed financial year held by security holders none of whom (together with their respective associates and affiliates) beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the issued and outstanding equity shares of the issuer by (B) the arithmetic average of the closing prices of its equity shares on that Canadian stock exchange on which such equity shares are principally traded for each of the trading days during the last calendar month of the issuer's most recently completed financial year.

3. Any of the securities of a reporting issuer that has satisfied the eligibility criteria set forth in

Paragraph B.2 may, at the option of the issuer, be qualified for distribution for cash by or on behalf of the issuer or a selling security holder through the filing with, and acceptance for filing by, the Commission of a short form prospectus in accordance with this Policy Statement. Notwithstanding that a reporting issuer has complied with the applicable eligibility criteria set forth in Paragraph B.1 and the other provisions of this Policy Statement, a Director may notify such a reporting issuer in writing (including by telex) that the Director may not issue a receipt for a short form prospectus that may be subsequently filed under the Act by the reporting issuer or a selling security holder pursuant to this Policy Statement. Any such notification by a Director shall include or be accompanied by a summary of the reasons that appear to the Director as constituting a basis under the Act for a refusal to issue a receipt for a short form prospectus. Such notification shall also provide, in accordance with the applicable provisions of the Act or otherwise, an opportunity for the reporting issuer to be heard by the Director within two business days from the issuance of such notice. A Director who exercises his authority under this section will also advise the directors of the other Commissions by telex as soon as practicable following the issuance of such a notice to a reporting issuer.

C. Alternative Qualification Criteria for Certain Issues of Debt Securities and Preferred Shares

1. There will be reporting issuers which meet the eligibility criteria set forth in Paragraph B.1 other than Clauses (d) or (e), or both of them, and who are issuers of high quality non-convertible debt securities or non-convertible preferred shares. The short form prospectus system may be used to distribute the non-convertible debt securities or non-convertible preferred shares of such a reporting issuer in accordance with this Policy Statement where the issuer satisfies the criteria set forth in Clauses B.1(a), (b) and (c) provided that:

- (a) at the time of the filing of the issuer's annual information form, the issuer had non-convertible debt securities or non-convertible preferred shares issued and outstanding which, at that time, at least one of the statistical rating organizations listed in the Schedule to this Policy Statement (a "Rating Organization") had rated in one of the generic rating categories

applicable to debt securities or preferred shares, as the case may be, set opposite the Rating Organization's name (an "Approved Rating"); and

- (b) at the time of the filing of the preliminary short form prospectus with respect to a proposed distribution of non-convertible debt securities or non-convertible preferred shares, the securities proposed to be issued had received an Approved Rating, on a provisional basis, by at least one Rating Organization.

2. In order for a debt security or preferred share to be non-convertible, the rights and attributes attaching to such a security cannot include any right or option to purchase, convert or exchange or otherwise acquire any equity shares of the issuer, or of any other issuer, or any other security which itself has a right to purchase, convert or exchange or otherwise acquire any equity shares of the issuer or of any other issuer.

3. In addition to the provisions of Paragraph C.1, non-convertible debt securities of an issuer that is not a reporting issuer, or of an issuer that has been a reporting issuer for less than 36 calendar months, may be distributed pursuant to a short form prospectus in accordance with this Policy Statement provided that:

- (a) such debt securities are unconditionally guaranteed as to principal and interest by a reporting issuer that satisfies the eligibility criteria set forth in Clauses B.1(a), (b) and (c);
- (b) at the time of the filing of the preliminary short form prospectus, non-convertible debt securities of the guarantor were outstanding which had an Approved Rating by at least one Rating Organization; and
- (c) at the time of the filing of the preliminary short form prospectus, the securities proposed to be distributed had received an Approved Rating, on a provisional basis, by at least one Rating Organization.

D. Amalgamations, Mergers and Reorganizations

1. The securities of a reporting issuer continuing from an amalgamation, merger or other form or reorganization

may be qualified for distribution under a short form prospectus in accordance with this Policy Statement and, in such a case, the following provisions shall also be applicable:

- (a) for the purpose of satisfying the eligibility criteria of Clause B.1(a), at least one of the amalgamating, merging or reorganizing issuers shall have been a reporting issuer under the Act for at least 36 calendar months prior to the amalgamation, merger or reorganization and none of such issuers shall be in default of any requirement of the Act or the regulations made under the Act at the time thereof, and the reporting issuer continuing from the amalgamation, merger or reorganization shall be considered, for the purposes of Clause B.1(a), to have been a reporting issuer under the Act for 36 calendar months; and
- (b) for the purpose of satisfying the eligibility criteria of Clauses B.1(d) and (e), at least one of the amalgamating, merging or reorganizing issuers shall have been a reporting issuer that satisfied the eligibility criteria of Clauses B.1(d) and (e) prior to the amalgamation, merger or reorganization, and the reporting issuer continuing from the amalgamation, merger or reorganization shall be considered to satisfy the requirements of Clauses B.1(d) and (e), respectively, where:
 - (i) such continuing reporting issuer meets the requirements of Clause B.1(d) on the basis of the arithmetic average of the closing prices of its issued and outstanding equity shares for the 10 trading days prior to the filing of its annual information form pursuant to Paragraph D.2 or, where the Director has waived the filing of an annual information form pursuant to Paragraph D.2, for the 10 trading days prior to the filing of the certificate required by Paragraph F.2; and
 - (ii) such continuing reporting issuer meets the requirements of Clause B.1(e) on the basis of pro forma consolidated and combined financial statements of the amalgamating, merging or reorganizing issuers and their respective consolidated subsidiaries giving effect to the amalgamation, merger or reorganization.

2. A reporting issuer continuing from an amalgamation, merger or other form of reorganization must file an annual information form under Clause B.1(b), which shall be subject to the review and acceptance for filing procedures of Paragraph F.4, notwithstanding that one or all of the amalgamating, merging or reorganizing issuers may have previously filed an annual information form or forms, unless the filing of such annual information form by the continuing reporting issuer is waived by the Director.

E. Securities Exchange Take-over Bid

1. Where a take-over bid provides that the consideration for the securities of the offeree company is to be, in whole or in part, securities of an eligible senior reporting issuer, the offeror may comply with the take-over bid circular requirements of the Act by including the information to be included in a short form prospectus under this Policy Statement in the take-over bid circular filed with the Commission.

F. Annual Information Form

1. A reporting issuer satisfying the appropriate eligibility criteria set forth in Paragraphs B.1 or C.1 may file with the Director an annual information form prepared and certified in accordance with Appendix A. The first annual information form and any supporting material may be filed pursuant to National Policy 1 whereupon the prospectus clearance procedures referred to therein, will apply, mutatis mutandis, to clearance of the first annual information form.

2. Whether or not the reporting issuer elects to file the first annual information form pursuant to National Policy 1, the first annual information form submitted by a reporting issuer to the Commission for filing under this Policy Statement shall be subject to acceptance for filing by the Director with such amendments or additions thereto, if any, as the Director considers necessary in order to comply with the requirements set out in Appendix A and notification of such acceptance shall be provided to the reporting issuer by the Director in writing.

3. In order to comply with the requirements of Clause B.1(d), a reporting issuer that files an annual information form must thereafter file with the Director a new annual information form prepared and certified in accordance with Appendix A within 140 days from the end of each financial year of the reporting issuer. Annual information forms not filed within this 140 day period shall be subject to the review and acceptance for filing procedures of Paragraphs F.1 and F.2 of this Policy Statement.

4. An annual information form filed with the Director by a reporting issuer shall be accompanied by a certificate executed on behalf of the reporting issuer by two senior officers of the reporting issuer under seal that the reporting issuer satisfies the criteria of Clause B.1(a) and either Clauses B.1(d) and (e) or Clause C.1(a), as the case may be, at the time of filing of such form.

5. The annual information form shall also be accompanied by an undertaking of the reporting issuer to the Commission to provide to any person or company, upon request to the secretary of the reporting issuer:

- (a) when the securities of the reporting issuer are in the course of a distribution pursuant to a short form prospectus or a preliminary short form prospectus has been filed in respect of a proposed distribution of its securities,

- (i) one copy of the latest annual information form, together with one copy of any document, or the pertinent pages of any document, incorporated therein by reference, filed with the Director under this Policy Statement;

- (ii) one copy of the comparative financial statements of the reporting issuer filed under the Act for the issuer's most recently completed financial year in respect of which such financial statements have been issued, together with the report of the auditor thereon;
 - (iii) one copy of the information circular of the reporting issuer filed under the Act in respect of the most recent annual meeting of shareholders of the reporting issuer which involved the election of directors; and
 - (iv) one copy of any other reports filed pursuant to the Act which are incorporated by reference into the preliminary short form prospectus or the short form prospectus; or
- (b) at any other time, the documents referred to in Clauses (a)(i), (ii) and (iii) above, provided that the reporting issuer may require the payment of a reasonable charge from such a person or company who is not a security holder of the reporting issuer where the documents are furnished under Clause (b) above.

6. The Director may require that a new annual information form that may be filed subsequently by a reporting issuer under Paragraph F.3 shall be subject to the review and acceptance for filing procedures of Paragraphs F.1 and F.2 provided that the Director so advises the reporting issuer in writing within 30 days following the end of its financial year. Where the Director has not so notified a reporting issuer, the next annual information form of the reporting issuer that is filed under Paragraph F.3 shall not be subject to the review and acceptance for filing procedures of Paragraphs F.1 and F.2.

7. A reporting issuer may file in lieu of an annual information form a document containing either of:

- (a) a current Form 10-K accepted for filing by the Securities and Exchange Commission of the United States of America under the Securities Exchange Act of 1934; or
- (b) a prospectus for which a receipt has been obtained from the Director within the previous 12 months;

provided that the document includes,

- (c) a certificate in the form required by Item 10 of Appendix A;
- (d) the additional material referred to in Appendix A that is not included in the Form 10-K or prospectus; and
- (e) cross references between the items required to be addressed in Appendix A and their treatment in the Form 10-K or prospectus,

and all provisions of this Policy Statement relating to an annual information form shall apply mutatis mutandis to such document.

G. Short Form Prospectus

1. Where a reporting issuer has satisfied the provisions of this Policy Statement, the reporting issuer or a selling security holder may file with the Director a preliminary short form prospectus and a short form prospectus prepared and certified in accordance with Appendix B in respect of a distribution of securities of the reporting issuer proposed to be offered for cash by or on behalf of the issuer or the selling security holder.

2. Every preliminary short form prospectus shall have printed in red ink on the outside front cover page the following statement or such variation thereof as the Director may permit:

"This is a preliminary short form prospectus relating to these securities, a copy of which has been filed with [insert names of province and territories in which the preliminary short form prospectus has been filed] but which has not yet become final for the purpose of a distribution to the public. Information contained herein is subject to completion or amendment. These securities may not be sold to, nor may offers to buy be accepted from, residents of such jurisdictions prior to the time a receipt for the final short form prospectus is obtained from the appropriate securities commission or other regulatory authority."

3. Where any solicitor, auditor, accountant, engineer, appraiser or any other person or company whose profession gives authority to a statement made by him is named in a document specifically incorporated by reference in a short form prospectus as having prepared or certified any part of the document specifically incorporated by reference in the short form prospectus, or is named as having prepared or certified a report or valuation used in a document specifically incorporated by reference in a short form prospectus, the written consent of the person or company to being so named and to such use of the report of valuation shall be filed not later than the time the short form prospectus is filed. In Ontario, section 23 of the regulations under the Securities Act (Ontario) shall apply mutatis mutandis to such a consent as if it were required to be filed pursuant to subsection (1) thereof.

4. Where a preliminary short form prospectus is filed in respect of a proposed distribution of preferred shares of debt securities having a term to maturity in excess of one year, the reporting issuer or selling security holder shall file with the preliminary short form prospectus an explanation of the manner by which the statements of asset coverage and earnings coverage are to be calculated.

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5. Any statement contained in a document incorporated or deemed to be incorporated by reference in a short form prospectus shall be deemed to be modified or superseded for purposes of the short form prospectus to the extent that a statement contained in the short form prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference modifies or replaces such statement. The modifying or superseding statement may, but need not, state that it has modified or superseded a prior statement or include any other information set forth in the document which is not so modified or superseded. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation or an untrue statement of a material fact or an omission to state a material fact necessary to make a statement not misleading. Any statements so modified shall not be deemed in its unmodified form to constitute part of the short form prospectus.

6. Nothing in this Policy Statement shall be construed to provide relief from liability arising under the provisions of the Act of each province or territory in which the short form prospectus is filed where the short form prospectus contains an untrue statement of a material fact or omits to state a material fact that is required to be stated therein or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

H. Filing Procedures for Short Form Prospectus

1. A preliminary short form prospectus and short form prospectus and supporting material are to be filed pursuant to National Policy 1 and the prospectus clearance procedures referred to therein, except as set out in Paragraph H.2, will be applicable. A reporting issuer or selling security holder that files a preliminary short form prospectus under this Policy Statement shall be deemed to consent to the issuance by the Director of a receipt for its short form prospectus in accordance with the timing provisions of Paragraph H.2. Where a Director exercises his authority under Paragraph B.3 of this Policy Statement, the timing provisions of Paragraph H.2 may not be applicable with respect to the filing in his province or territory.

2. The principal jurisdiction will provide by telex any comments on the contents of the preliminary short form prospectus (but excluding any comments on the material incorporated in the preliminary short form prospectus by reference) to the other Commissions involved, as well as to the reporting issuer or selling security holder making the filing, within the third working day following the filing of the preliminary short form prospectus with the principal jurisdiction. Within two working days from the day of receipt of the comments, if any, from the principal jurisdiction, the other Commissions will furnish the Director in the principal jurisdiction by telex with any additional comments they may have on the contents of the preliminary short form prospectus. In the event that the principal jurisdiction receives no comments from any other Commission within such additional two working day period, it will be assumed that such Commissions will accept the filing of the short form prospectus in final form. The Commission considers that it may, where appropriate, issue a final receipt prior to the expiration of the 10 day waiting period prescribed by the Act. Notwithstanding the foregoing, where, in the opinion of the Director, the proposed offering is too complex to be adequately reviewed within the prescribed time periods the time periods set out in National Policy No. 1 shall apply.

SCHEDULE

<u>Rating Organization*</u>	<u>Approved Rating</u>	
	<u>Debt</u>	<u>Preferred</u>
CBRS Limited	A++; A+ or A	P1 or P2
Dominion Bond Rating Service Limited	AAA, AA or A	AAA, AA or A
Moody's Investors Service	Aaa, Aa or A	AAA, AA-1 AA-2
Standard & Poor's Corporation	AAA, AA or A	AAA, AA or A

*The CSA may recognize other statistical rating organizations and Approved Rating categories for the purposes of this Policy Statement.

APPENDIX A

Annual Information Form

Any information called for by this form may, at the issuer's option, be incorporated by reference in an annual information form from the issuer's annual report furnished to its security holders and filed with the Commission or from the issuer's information circular filed under the Act which involves the election of directors if such annual report and information circular are filed with the Commission not later than 140 days after the end of the issuer's most recently completed financial year covered by this annual information form.

Matter incorporated by reference in an annual information form shall be clearly identified in the reference by page, paragraph, caption or otherwise. Where only certain pages of a document are incorporated by reference, the document from which the material is taken shall be clearly identified in the reference. An express statement that the specified matter is incorporated by reference shall be made at the particular place in the annual information form where the information is required. Matter shall not be incorporated by reference in any case where such incorporation would render the annual information form incomplete, unclear or otherwise confusing.

Item 1 - Name and Incorporation of Issuer

1. State the full name of the issuer and the address of the head office and principal office.
2. State the laws under which the issuer was incorporated, organized or otherwise established and whether incorporated, organized or otherwise established by articles of incorporation or otherwise and the date on which the issuer came into existence. If the issuer is not a company, give the material details of its form of organization and structure.
3. If material, state whether the constating documents of the issuer have been amended.

Item 2 - Business and Property

1. Briefly describe the business carried on and intended to be carried on by the issuer and its subsidiaries and the general development of the business. If the business consists of the production for distribution of different kinds of products or the rendering of different kinds of services, indicate, insofar as material and practicable, the principal products or services.

2. Include the business of subsidiaries of the issuer only insofar as is necessary to understand the character and development of the business conducted by the combined enterprise.

3. In describing developments, information shall be given as to matters including the nature and results of material reorganizations of the issuer or any of its material subsidiaries, the acquisition or disposition of any material amount of assets otherwise in the ordinary course of business and any material changes in the mode of conducting the business of the issuer or its subsidiaries.

4. State briefly the location and general character of the materially important physical properties of the issuer and its subsidiaries, including buildings and plants. Briefly describe the nature of any major encumbrance on any such property or the nature of the title to property if it is not freehold. Detailed descriptions of the physical characteristics of individual properties or legal descriptions are not required.

5. In the case of a natural resource issuer, other than an oil or gas issuer, material information should be given as to production, mineral deposits, reserves of proven, probable or possible ore (including estimated tonnage and grade of each such class of ore reserves), locations of and size of properties, exploration and development of the properties and the nature of the right to hold or operate the properties of the issuer and its subsidiaries as at the end of the last financial year of the issuer.

6. In the case of an oil or gas issuer, material information should be given as to

- (a) the quantity and type of the estimated net proved and developed reserves, net proved undeveloped reserves and net probable additional reserves of

crude oil, natural gas and natural gas liquids of the issuer and its subsidiaries as of the end of the last financial year of the issuer,

- (b) the net crude oil, natural gas liquids and natural gas production of the issuer and its subsidiaries, including the interest of the issuer and its subsidiaries in the production of others, during each of the last two financial years of the issuer,
- (c) the number of wells the issuer and its subsidiaries have drilled or participated in the drilling of during each of the last two financial years of the issuer, the number of such wells completed as oil producing wells, gas producing wells and as dry holes and the amount expended by the issuer and its subsidiaries during each such two years on drilling and exploration activities,
- (d) important oil and gas properties, plants, facilities and installations owned, leased or held under option by the issuer and its subsidiaries as at the end of its last completed financial year,
- (e) the location, by fields, if possible, of all producing wells and non-unitized wells capable of producing in which the issuer and its subsidiaries have an interest as at the end of the issuer's last completed financial year, including the interest of the issuer and its subsidiaries expressed in terms of net wells separately for oil wells and gas wells,
- (f) with respect to interests in properties on which no producing wells have been drilled, the gross acreage in which the issuer and its subsidiaries have an interest as at the end of the issuer's last completed financial year and the interest of the issuer and its subsidiaries expressed in terms of net leasable acreage and the geographical location of such acreage.

7. If estimates of reserves are represented as being based on estimates prepared or reviewed by independent consultants, those independent consultants should be named. If estimates of reserves are referred to, the Director may request that a copy of the full report of the engineer or other expert or consultant who estimated the reserves be subsequently furnished to the Director as supplemental information and not as material filed as part of this form.

Item 3 - Summary of Financial Information

1. Furnish in summary form the following financial information for the issuer and its subsidiaries on a consolidated basis:

- (a) for each of the last five financial years of the issuer:
 - (i) net sales or operating revenue;
 - (ii) income or loss before extraordinary items, including on a per common share and fully diluted per common share basis;
 - (iii) total assets;
 - (iv) total long-term debt and redeemable preferred shares;
 - (v) dividends per common share; and
 - (vi) net income, including on a per common share and fully diluted per common share basis; and
- (b) for each of the last eight quarterly periods of the issuer, the information referred to in subclauses (a) (i), (ii) and (vi) above.

2. Briefly describe, or cross-reference to a discussion thereof, factors such as accounting changes, business combinations or dispositions of business operations that materially affect the comparability of the information reflected in the summary financial information.

Item 4 - Analysis of Financial Position and Results of Operations

1. Explain to the extent reasonably practicable any substantial variations, both favourable and adverse, in the issuer's income statements, statements of changes in financial position and balance sheets for the past two years.

2. In addition, discuss the ability of the issuer and its subsidiaries to generate, both internally and externally, adequate amounts of cash to fulfill the cash requirements of the issuer and its subsidiaries during the current financial year. In particular, comment on the requirements, demands or commitments of the issuer and its subsidiaries for working capital, capital expenditures, repayment of debt and dividend payments.

Item 5 - Market for the Securities of the Issuer

Identify the exchange or exchanges on which the issuer's securities are listed and posted for trading.

Item 6 - Dividends

State the frequency and amount of any dividends declared during the past two completed financial years of the issuer and briefly describe any restriction on the issuer's present or future ability to declare or pay dividends.

Item 7 - Subsidiaries of the Issuer

1. Furnish a list of each subsidiary, other than inactive subsidiaries, of the issuer, indicating the jurisdiction under the laws of which it was organized and the percentage of voting securities owned by the issuer.
2. A subsidiary, other than a subsidiary whose gross assets on a consolidated basis exceed \$10,000,000, may be omitted if (i) the assets of the subsidiary or the investment in and advances to the subsidiary by the issuer and the issuer's other subsidiaries do not exceed 10% of the issuer's assets on a consolidated basis, (ii) the sales and operating revenues of the subsidiary do not exceed 10% of the sales and operating revenues of the issuer on a consolidated basis; and (iii) the unnamed subsidiaries considered in the aggregate as a single subsidiary would satisfy the conditions in (i) and (ii) if the reference therein to 10% were replaced by 20%.

Item 8 - Directors and Officers

1. List the names and municipality of residence for all the directors and officers of the issuer and indicate their respective principal occupations within the five preceding years.
2. State the period or periods during which each director has served as a director and state when the term of office of each director will expire.
3. State the percentage of securities of each class of voting securities of the issuer or any subsidiary thereof beneficially owned, directly or indirectly, or over

which control or direction is exercised by all directors and senior officers of the issuer as a group.

4. State whether the issuer has an executive committee or is required to have an audit committee, and, if so, name those directors who are members of each such committee.

Item 9 - Additional Information

Include a statement to the effect that additional information, including directors' and officers' remuneration and indebtedness, principal holders of the issuer's securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the issuer's information circular for its most recent annual meeting of shareholders which involved the election of directors, that additional financial information is provided in the issuer's comparative financial statements for its most recently completed financial year, and that a copy of such documents may be obtained upon request from the secretary of the issuer.

Item 10 - Certificate

Include a certificate in the following form, dated and signed by the chief executive officer, and chief financial officer of the issuer, and, on behalf of the board of directors of the issuer, by any two directors other than the foregoing:

"The foregoing, together with any information incorporated by reference, contains no untrue statement of a material fact that is required to be stated herein in accordance with the requirements for this annual information form or that is necessary to make a statement contained herein not misleading in light of the circumstances in which it was made."

APPENDIX B

Contents of Short Form Prospectus

Item 1 - Notice

The short form prospectus shall contain the following legends on the cover page:

"This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale. No securities commission or any similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence."

"Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the secretary of the issuer at [insert complete address and telephone number]."

Item 2 - Distribution Spread

The information called for by the following table shall be given, in substantially the tabular form indicated, on the cover page of the short form prospectus as to all securities being offered for cash (estimate amounts, if necessary).

	<u>Price to public</u>	<u>Underwriting discounts or commissions</u>	<u>Proceeds to issuer or selling security holder*</u>
Per Unit			
Total			

* Before deducting expenses of issue estimated at \$

Item 3 - Name of Issuer

State the full corporate name of the issuer and the address of its head office and principal place of business.

Item 4 - Summary Description of Business

Provide a brief summary of the business carried on and intended to be carried on by the issuer and its subsidiaries.

Item 5 - Share and Loan Capital Structure

Describe any material change in, and the effect thereof on, the share and loan capital of the issuer, on a consolidated basis, since the date of the comparative financial statements for the issuer's last completed financial year filed with the Commission.

Item 6 - Use of Proceeds

State the estimated net proceeds to be derived by the issuer from the sale of the securities to be offered, the principal purposes for which the net proceeds are intended to be used and the approximate amount intended to be used for each purpose.

Item 7 - Plan of Distribution

1. If the securities being offered are to be sold through underwriters, give the names of the underwriters, state briefly the nature of the underwriters obligation, including the particulars of any "market out" clause to take up and pay for the securities and indicate the date by which the underwriters are to purchase the securities.

2. Outline briefly the plan of distribution of any securities being offered that are to be offered otherwise than through underwriters. Where there is a "best efforts" offering, indicate, where practicable, on the cover page the minimum amount, if any, required to be raised, and also indicate, where practicable, the maximum amount that could be raised and the latest date that the offering is to remain open. Where there is a "best efforts" offering and a minimum amount is required to be raised, provide that the subscription funds will be held by an independent trustee until the minimum amount is received and, if not received, that the subscription funds will be returned to the investor and briefly describe such arrangements.

3. If the issuer or selling security holder or any of the underwriters knows or has reason to believe that there

is an intention to over-allot or that the price of any security may be stabilized to facilitate the offering of the securities proposed to be distributed, set forth a statement substantially to the following effect:

"In connection with this offering, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of [identify the securities] at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time."

Item 8 - Market for Securities

Identify on the cover page of the short form prospectus the exchange or exchanges upon which the issuer's securities proposed to be distributed are traded, if any.

Item 9 - Asset and Income Coverage

Furnish the results of the calculations for asset coverage and earnings coverage in summary form where required in connection with an issue of debt securities having a term to maturity in excess of one year or an issue of preferred shares.

Item 10 - Details of the Offering

1. If shares are being offered, state the description or the designation of the class of shares offered and furnish information concerning all material attributes and characteristics including, without limiting the generality of the foregoing, dividend rights, voting rights, liquidation or distribution rights, pre-emptive rights, conversion rights, redemption, purchase or cancellation or surrender provisions, sinking or purchase fund provisions, liability to further calls or to assessment, and provisions as to modification, amendment or variation of any such rights or provisions. If the rights of holders of such shares may be modified otherwise than in accordance with the provisions attaching to the shares or to the provisions of the governing statute relating thereto, so state and briefly explain.

2. If obligations are being offered, give a brief summary of the material attributes and characteristics of the indebtedness and the security therefor, if any, including without limiting the generality of the foregoing, provisions with respect to interest rate, maturity, redemption other retirement, sinking fund and conversion rights, the nature and priority of any security for the obligations with a brief identification of the principal properties subject to lien or charge, provisions permitting or restricting the issuance of additional securities, the incurring of additional indebtedness and other material negative covenants (including restrictions against payment of dividends, restrictions against giving security on the assets of the issuer or its subsidiaries) and provisions as to the release or substitution of assets securing the obligations, the modification of the terms of the security and similar provisions, the name of the trustee under any indenture relating to the obligations and the nature of any material relationship between the trustee and the issuer or any of its affiliates, and indicate any financial arrangements between the issuer and any of its affiliates or among its affiliates that could affect the security for the indebtedness.

3. If securities other than shares or obligations are being offered describe fully the rights evidenced thereby.

Item 11 - Selling Security Holder

If any of the securities being offered are to be offered for the account of a security holder, name such security holder and state the number or amount of the securities owned by him, the number or amount to be offered for his account, and the number or amount to be owned by him after the offering.

Item 12 - Documents Incorporated by Reference

1. The documents set forth below shall be specifically incorporated by reference in the short form prospectus by means of a statement to that effect in the prospectus listing all such documents:

- (a) the issuer's latest annual information form,
- (b) material change reports (excluding confidential reports), interim financial statements, financial statements for the issuer's last completed

financial year, together with the report of the auditor thereon, and information circulars filed by the issuer pursuant to the requirements of the Act and the regulations since the commencement of the issuer's financial year in which the issuer's latest annual information form was filed.

2. The short form prospectus shall also state that documents referred to above subsequently filed by the issuer pursuant to the requirements of the Act and the regulations, after the date of the short form prospectus and prior to the termination of the offering, shall be deemed to be incorporated by reference into the short form prospectus.

Item 13 - Other Material Facts

Give particulars of any other material facts relating to the securities proposed to be offered and not disclosed pursuant to the foregoing items or pursuant to the documents referred to in item 12 incorporated by reference into the short form prospectus.

Item 14 - Statutory Rights of Withdrawal and Rescission

The short form prospectus shall contain a statement of withdrawal and rescission rights in the following form:

"Securities legislation in certain of the provinces provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser but such remedies must be exercised by the purchaser within the time limit prescribed by the securities legislation of his province or territory. The purchaser should refer to any applicable provisions of the securities legislation of his province

or territory for the particulars of these rights or consult with a legal adviser."

Item 15 - Certificates

1. The preliminary short form prospectus and short form prospectus shall contain a certificate in the following form signed by the chief executive officer, the chief financial officer, and, on behalf of the board of directors of the issuer, any two directors of the issuer, other than the foregoing, duly authorized to sign:

"The foregoing, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities laws of [insert names of provinces and territories in which qualified]."

2. Where there is an underwriter, the preliminary short form prospectus and the short form prospectus shall contain a certificate in the following form signed by the underwriter or underwriters who, with respect to the securities offered by the prospectus, are in a contractual relationship with the issuer:

"To the best of our knowledge, information and belief, the foregoing, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities laws of [insert names of provinces and territories in which qualified]."

APPENDIX C

IN THE MATTER OF
THE SECURITIES ACT, R.S.O. 1980
CHAPTER 466

AND

IN THE MATTER OF
A PROMPT OFFERING QUALIFICATION SYSTEM

O R D E R
(Section 140)

UPON an application by the Director to the Ontario Securities Commission (the "Commission") pursuant to section 140 of the Securities Act, R.S.O. 1980, c.466 (the "Act") to amend an order of the Commission made under section 140 of the Act on December 16, 1982 (the "Order") [(1982)4 OSCB 425B], which Order rescinded and replaced an order made by the Commission under section 73 of the Act on October 28, 1982 [(1982)4 OSCB 241B], providing that section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus, with respect to distributions of securities effected in compliance with OSC Policy 5.6 entitled "Prompt Offering Qualification System" (formerly OSC Policy 3-67 and hereafter referred to as the "Policy"), to provide, inter alia, for the application of the Policy to securities exchange take-over bids involving, and secondary offerings of, the securities of qualified issuers and for the reinstatement of the requirement for the filing of the written consent of an "expert" who is named as having prepared or certified any part of a document specifically incorporated by reference in a short form prospectus or is named as having prepared or certified a report or valuation used in a document specifically incorporated by reference in a short form prospectus;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED pursuant to section 140 of the Act that the Order be rescinded and the following substituted therefor:

"UPON an application by the Director to the Ontario Securities Commission (the "Commission") for an order under section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that section 52 of the Act shall not apply, insofar only as that section concerns the form and

content of a preliminary prospectus and a prospectus, with respect to distributions of securities effected in compliance with OSC Policy 5.6 entitled "Prompt Offering Qualification System" which is attached hereto as Schedule "A" (the "Policy");

AND UPON the Commission being of the opinion that to so order will, through the incorporation by reference of the permanent disclosure record for reporting issuers provided by the operation of the timely and continuous disclosure system under the Act together with the information required under the Policy specifically relating to the securities that are the subject of a distribution in compliance with the Policy, shorten the time periods and streamline the procedures by which issuers that qualify under the Policy may have access to the capital markets through a prospectus offering without reducing the existing benefits of investor protection or the degree and quality of disclosure to the public;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED pursuant to subsection 73(1) of the Act that:

1. section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus filed under section 52 of the Act, with respect to distributions of securities that are effected in compliance with the Policy provided that a preliminary short form prospectus and short form prospectus complying with the Policy are filed under section 52 of the Act pursuant to and in accordance with the Policy; and

2. the distribution of securities pursuant to a short form prospectus filed under section 52 of the Act shall otherwise comply with and be subject to the provisions of the Act."

DATED AT TORONTO this 3rd day of February, 1984.

CHAPTER 6
REQUESTS FOR COMMENTS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 7

INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|-----------|----------------------------|-----|------------------------------|
| No Symbol | - purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER AGF OPTION EQUITY FUND	INSIDER A. G. F. Management Limited	SECURITY Units	REL'N B	TRANS DATE Nov/83	TYPE	BOUGHT OR		MONTH-END HOLDINGS
						ACQUIRED	SOLD OR DISPOSED	
ABITIBI-PRICE INC.	A. G. F. Management Limited	Units	B	Nov/83			21979	---
	Abitibi-Price Inc.	Preferred Seriees A		Jan/84		700		
				Jan/84	R		700	---
ACROFUND LTD.	Tory, John A.	Common	D	Jan/84	T	28		3837
	Purvis, Arthur B.	Common	S	Jun/83 Aug/83 Nov/83			4 2 2	5541
AGRA INDUSTRIES LIMITED	Beach, Dexter H. C. RRSP Wife	Class B	D	Jan/84 -- --			100 1 1	31950 4000 6149
ALCAN ALUMINUM LIMITED	Bales, Ronald C.	Common	S	Dec/83		20		631
	Davis, Nathanael V.		DS	Dec/83	T	95		
	Trust Wife			Jan/84 -- --	G		900 1 1	47755 29852 2536
ALGOMA CENTRAL RAILWAY	Black, Stanley A.	Common	S	Mar/83 Jun/83 Sept/83 Dec/83	T T T T	7 7 6 6		862
	Savoie, Leonard N.		DS	Mar/83 Jun/83 Sept/83 Dec/83	T T T T	158 145 143 133		17653
ALGOMA STEEL CORPORATION LIMITED, THE	Campbell, Robert W.	Common	DDIS	--	IR			100
ALGONQUIN MERCANTILE CORPORATION	Algonquin Mercantile Corporation	Class A Pfd.		Dec/83		120		
				Dec/83 Jan/84	R R		1285 120	---
AMERADA HESS CORPORATION	Franklin, Cecil H. Minaco Equipment Limited	Common	DSB	Dec/83 --		24 1		234672 32688
	Laidlaw, Christophor	Common	D	Jan/84		1000		1000
	Zimmerman, William R.		S	Jan/84	X	15988		30990

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
AMERICAN LEDUC PETROLEUMS LIMITED	Dawson, Alfred L. Wife	Common	D	Jan/84		250000		313000
				--	1			15000
	Dawson, Patrick F. Wife		DSB	Jan/84	1	500000		1090983 250000
	Grace, Dr. Michael G.A.		DS	Jan/84		250000		274500
AMERICAN OAKWOOD ENERGY LTD	Oughtred, George W.	Common	D	Jan/84		50000		176200
AMTELECOM INC.	Barnard, Roy B.	Common	S	Feb/84		10		440
	Berko, Walter		S	Feb/84		10		110
ANSIL RESOURCES LTD.	Milne, Glen A. Kingshield Corporation	Common	DS	-- Jan/84	1		10000	60000
ARGUS CORPORATION LIMITED	Ravelston Corporation Limited, The Amended	Class C Part. Non-Voting Preference	B	Jan/84		444248		5914474
AUDAX GAS & OIL LTD.	Atlas Yellowknife Resources Limited	Common	B	Jan/84		46000		2000887
BANK OF MONTREAL	Bateman, William B. Share Ownership Program	Common	S	-- 1983	1	131		428
	Bourdeau, Yvan J. P. Indirect Holding		S	-- --	IR IR1			347 88
	Bradford, William E. Indirect Holding RRSP		DS	-- 1983 --	1 1	152		707 1500
	Bradlow, John		S	1983		160		2227
	Dolan, Robert F.		S	--	IR			102
	Gilmour, Barry K. Stock Option Plan		S	-- Dec/83	1	152		802
	Gordon, J. Peter		D	1983	T	308		4308
	Jarry, J.A.N.		S	1983 Jan/83 Feb/84		161	100 89	739

REPORTING ISSUER	INSIDER	SECURITY	REL.'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BANK OF MONTREAL (Continued)	Kavanagh, Desmond J.	Common	S	--				
	Employee Share Ownership Plan			--	IR1			599
	Kirk, John W. Share Ownership Plan		S	-- 1983	1	68		768
	Kyle, John M.		S	1983		121		713
	Little, Edward T. Share Ownership Programme		S	Jan/84 1983	1	500 159		500 811
	Lodge, Alan G.		S	1983 1983		109	500	194
	Marshall, William D.		S	--	IR			1417
	Mourton, Maurice R.		S	1983		161		849
	Munford, Donald Share Ownership Program		S	-- 1983	1	164		416 762
	Parker, Dale G.		S	1983		199		1263
	Rogers, Ronald G. Control Direction		S	-- -- --	IR1 IR1			590 89
	Seattle, Wilson R.		S	--	IR			47
	Tait, Arthur N. RRSP		S	-- 1983	1	52		388
BANK OF MONTREAL MORTGAGE CORPORATION	Leitch, Clarence M.	Securities	DI	--	IR			---
BANK OF MONTREAL REALTY FINANCE LTD.	Kirk, John W.	Securities	S	--	IR			---
	Leitch, Clarence M.		DI	--	IR			---
BANK OF NOVA SCOTIA, THE	MacKay, William A.	Common	D	--	IR			100
	McGregor, William S. Marry Mac-Investments Ltd.		D	Jan/84 Jan/84	V 1	11000 1500		16500

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BANK OF NOVA SCOTIA, THE (Continued)	McGregor, William S. Marry Mac-Investments Ltd.	Common	D	Jan/84	V 1	5000		7500
	Willmot, Donald G. Willhaven Limited Willcrest Limited		DS	Jan/84 Jan/84 Jan/84	V V 1 V 1	22500 21500 34000		33750 32250 51000
BARRICK RESOURCES CORPORATION	Dattels, Stephen R. Trustee under a Stock Purchase Plan	Common	S	--				
	Jan/84				1		58300	445090
BEAUTY COUNSELORS INTERNATIONAL INC.	Doederlein, Dieter D.	Common	DS	Jan/84			20000	40000
BELL CANADA ENTERPRISES INC.	Hall, C. Denis Stock Plan	Common	DI	-- Jan/84	T 1	54		712 1218
	Harvie, Donald S. Spouse		SI	-- Jan/84	1	150		1135
	Light, Walter F. Stock Purchase Plan RRSP		D	-- Jan/84 --	T 1 1	45		8476 1053 267
	MacDonald, John D. Indirect Holding		DI	-- Jan/84	T 1	11		413 354
BLACK PHOTO CORPORATION LIMITED	Huntley, William J.	Common	DS	Jan/84			1200	---
BOMBARDIER INC	Larose, Paul H.	Class B Subordinate Voting	S	Jan/84			500	300
	Rivard, Jean		S	Jan/84			70	5
	Savard, Jacques		S	Nov/83 Dec/83		500	800	1100
BOREALIS EXPLORATION LIMITED	Cox, Chana B. Parmenides Group, The	Common	S	-- Jan/84	1	1700		98432
	Cox, Rodney T. Parmenides Group, The		S	-- Jan/84	1	1700		98432
	Parmenides Group, The		B	Jan/84		3400		333982

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR		SOLD OR		MONTH-END
						ACQUIRED	DISPOSED	DISPOSED	HOLDINGS	
BOW VALLEY RESOURCE SERVICES LTD.	Ludwick, Arnold M.	11% Conv. Debentures	DDI	--						
	RRSP			Jan/84	1	\$5000				\$30000
	Ludwick, Arnold M.	Common	DDI	Jan/84		5000				10000
	RRSP			--	1					5000
BRAMALEA LIMITED	Bodrug, William A.	Common	S	Jan/84	X	333				
	Share Purchase Plans			Jan/84				726		333
	Incentive Stock			--	1					11824
	Option Plan			Jan/84	1			333		9667
	Boltman, Myron L.		S	Jan/84				200		
	Share Purchase Plans			Jan/84		200				519
				Jan/84	1			200		16317
	Crombie, William J.		SI	Jan/84	X	333				804
	Share Purchase Plans			--	1					9567
	Incentive Stock			Jan/84	1			333		9667
	Option Plan									
	Davidson, Stewart D.		S	Jan/84				3500		
	Share Purchase Plans			Jan/84		3675				4845
				Jan/84	1			3675		56689
	Dudgeon, Stephen M.		S	--	IR					169
	Share Purchase Plans			--	IR1					12902
	Field, Kenneth E.		DS	Jan/84						1855045
	Indirect Holdings			Jan/84	1	3377		3377		421733
	Garrett, Catherine J.		S	Jan/84		874				
	Share Purchase Plans			Jan/84				500		486
				--	1			874		29565
	Goring, Peter A.		S	Jan/84		675				
	RRSP			Jan/84				1000		1750
	Share Purchase Plans			--	1					200
				Jan/84	1			675		58097
	Motahedin, Cyrus		S	Jan/84		4613				
	Share Purchase Plans			Jan/84				4600		13
				Jan/84	1			4613		30289
	Payton, Thomas W.		S	Jan/84		675				
				Jan/84				500		675

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BRAMALEA LIMITED (Continued)	Payton, Thomas W. Share Purchase Plans	Common	S	Jan/84	1		675	38275
	Ptak, David		S	Jan/84		675		
	Share Purchase Plans			Jan/84	1		1000	1355
	Trust			Jan/84	1		675	29585
				--	1			200
	Rankin, Iain		S	Jan/84		507		
	Share Purchase Plans			Jan/84	1		666	507
				Jan/84			507	27688
	Shiff, J. Richard Indirect Holdings		DS	Jan/84	1	3377	3377	53061
				Jan/84				458973
BREAKWATER RESOURCES LTD.	Simon, Charles Indirect Holdings		S	Jan/84	1	507	507	507
				Jan/84			507	24705
	Swirsky, Benjamin Indirect Holdings		DS	Jan/84	1	3377	3377	324886
				Jan/84				369286
	Wiseman, Ivan T.		S	Jan/84	X	2000	2500	
				Jan/84				1201
	Indirect Holdings			Jan/84	1	338	338	16140
				Jan/84				
	Hunter, Robert G.	Common	DS	Dec/83			2000	279805
			DS	--				23000
CAE INDUSTRIES LTD.	McRae, Douglas E. Amended Macrim Investment Corp.			Jun/83	1	3200		
				Dec/83	1		23500	199800
	Rollke, Karl H.		D	Oct/83		2000	8500	100400
CCL INDUSTRIES INC.	Cote, Pierre	Common	D	1983	T	1657		99189
	Smith, Stuart F.		SI	Jan/84		1800		4800
	Ullman, Gary Daughter 500811 Ontario Ltd.	Common	DS	--				
CTG, INC				Nov/83	1		1100	---
				Jan/84	1		3500	86500
	CTG, Inc.	Common		Jan/84		7000		7000
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Cadillac Fairview Corporation Limited, The Series A	Preference Series A		Jan/84		30200		

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CADILLAC FAIRVIEW CORPORATION LIMITED, THE (Continued)	Cadillac Fairview Corporation Limited, The	Preference Series A		Jan/84	R		30200	---
	McNichol, Peter	Common	S	Jan/84	X	22950		49485
		Preference Series A		Jan/84	X	3825		
				Jan/84			3825	---
	Sheff, Gerald	Warrants	DS	Feb/84		25000		125000
CAL-DATALINE CORPORATION	Tokarsky, John T.	Common	S	Jan/84		1		2
CAMBRIDGE VENTURE LTD.	Daer, George	Class A	D	--	IR			18755
	Peters, Frederick C.		D	--	IR			18755
	Peters, James R.		DS	--	IR			92845
	Braithwaite, J. Lorne	Common	S	--	IR			191000
	Holding Companies Spouse and Children			--	IR1			192000
				--	IR1			900
	Braithwaite, J. Lorne	Warrants	S	--	IR			95500
	Holding Companies			--	IR1			500
	Spouse and Children			--	IR1			450
	Evans, Arthur A. Spouse	Common	S	--	IR			5703
				--	IR1			1000
	Evans, Arthur A. Spouse	Warrants	S	--				500
				--	IR1			
	Hagan, Jon N. Spouse and Children Family Trust	Common	S	--	IR			14085
				--	IR1			502
				--	IR1			1250
	Hagan, Jon N. Spouse and Children Family Trust	Warrants	S	--	IR			600
				--	IR1			251
				--	IR1			625
	Meiers, Ronald L. Family Trust	Common	S	--	IR			21962
				--	IR1			1270
	Meiers, Ronald L. Family Trust	Warrants	S	--				635
				--	IR1			

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CAMBRIDGE SHOPPING CENTRES LIMITED (Continued)	Pandachuck, Norman W.	Common	S	--	IR			563
	Priddle, Donald F. Holding Companies Spouse and Children		S	--	IR			191000
				--	IR1			191000
				--	IR1			650
	Priddle, Donald F. Spouse and Children	Warrants	S	--	IR			95500
				--	IR1			325
	Rank, Lawrence	Common	S	--	IR			21483
		Warrants		--	IR			300
	Raynor, Stephen K.	Common	S	--	IR			16348
		Warrants		--	IR			500
	Stanyk, Ed J.	Common	S	--	IR			6807
	Timmouth, William W. Spouse		S	--	IR			23033
				--	IR1			100
	Timmouth, William W. Spouse	Warrants	S	--	IR1			50
CAMCO INC.	Lyons, Kenneth L. In Trust RRSP	Common	SI	-- Jan/84 Jan/84	1 1	200 300		200 200 300
CAMPEAU CORPORATION	Beggs, Douglas A. Stock Purchase Plan	Subordinate Voting	S	Jan/84			4900	10
				--	1			76449
	Carroll, William J.	Warrants	DS	Jan/84		5000		72000
CANADA CEMENT LAFARGE LTD.	Lafarge Coppee	1st Pref.	B	Jan/84 Feb/84			26000 50400	---
	Lecerf, Olivier	Exchang. Pref.	DISI	Jan/84	E		1	---
CANADA PACKERS INC.	Atluru, Sitaramaiah	Common	S	--	IR			446
	Borys, George		S	--	IR			1383
	Canada Packers Inc.			Jan/84 Jan/84	R	3100		---

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADA PACKERS INC. (Continued)	Ladly, Frederick B.	Common	DS	Apr/83	T	9		
				Jul/83	T	8		
				Oct/83	T	14		
				Jan/84	T	16		1828
	MacLeod, Lloyd W.		S	--	IR			500
	Miske, Roy D.		S	--	IR			1349
	Selvage, Robert D.		S	--	IR			1381
	Symmes, Lee R. L.		S	--	IR			1097
	Barks, James S.	Securities	S	--	IR			---
	Bell, David G.	Common	S	--	IR			300
	Berry, Catherine E.	Securities	D	--	IR			---
	Bohnet, Melvin B.	Common	S	--	IR			1547
	Bonk, Roger S.	Securities	S	--	IR			---
	Boynton, Linwood L. H.		S	--	IR			---
	Breakwell, E. Milne		S	--	IR			---
	Callen, John M.		D	--	IR			---
	Cavan, Albert J.		D	--	IR			---
	Cockrall, Terrence A.		S	--	IR			---
	Code, Robert W.	Common	S	--	IR			1000
	DesBrisay, John T.		D	--	IR			6426
	Dodds, James W.		D	--	IR			1292
	Duvall, E. Sloan		S	--	IR			2700
	Fan, Raymond		S	--	IR			646
	Farnell, Donald E.	Securities	S	--	IR			---
	Fries, Gordon H.	Common	S	--	IR			2551
	Gamble, Gordon F.		S	--	IR			500

CANADIAN COMMERCIAL BANK

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN COMMERCIAL BANK (Continued)	Gaudet, J. Maurice T.	Common	S	--	IR			2586
	Golinsky, George J.		S	--	IR			54
	Heisz, Robert G.		S	--	IR			1292
	Hillman, James A.		D	--	IR			1071
	Kendall, Lorne W.	Securities	S	--	IR			---
	Kingston, Rodney		S	--	IR			---
	Kirby, William		S	--	IR			---
	Kobsar, Dale		S	--	IR			---
	LaPointe, Thomas H.	Common	S	--	IR			500
	Lasala, Salvatore	Securities	S	--	IR			---
	MacDonald, D. Graham		S	--	IR			---
	MacLaren, Don		S	--	IR			---
	Mann, E. Lanny		S	--	IR			---
	Martin, D. Richard		S	--	IR			---
	Martinson, Wayne N.		S	--	IR			---
	McConnell, Chesley J. 249120 Alberta Ltd.	Common	DS	--	IR1			125552
	McCreath, R. Scott		S	--	IR			6081
		Options		--	IR			2000
	McDonald, William H. Marlcourt Securities Limited	Common	DS	--	IR			18438
				--	IR1			9163
	McLaughlan, Gerald W. C.		DS	--	IR			10400
		Options		--	IR			14500
	Melnuk, Paul	Securities	S	--	IR			---
	Nicholls, Robert		S	--	IR			---

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN COMMERCIAL BANK (Continued)	Niel, Graham	Securities	S	--	IR			--
	O'Brien, John W.		S	--	IR			--
	Pinder, Ernest J. D.		S	--	IR			--
	Pogue, David		S	--	IR			--
	Rae, David J.	Common	S	--	IR			2000
	Rendell, Timothy H.	Securities	S	--	IR			--
	Roos, Derik L.	Common	S	--	IR			1515
	Savard, Marcel R.	Securities	D	--	IR			--
	Schoenhals, Mark		S	--	IR			--
	Smith, David		S	--	IR			--
	Smith, David E.	Common	S	--	IR			625
	Tapping, Bruce W.		S	--	IR			1050
	Veronneau, Normand	Securities	S	--	IR			--
	Ward, Rodney G.	Common	D	--	IR			1036
	Westby, Kenneth M.		S	--	IR			1922
	Whelan, Charles W.		S	--	IR			100
	Wiggins, James D.	Securities	S	--	IR			--
CANADIAN GENERAL INVESTMENTS LIMITED	Taylor, John A.	Common	D	1983	T	62		1254
CANADIAN IMPERIAL BANK OF COMMERCE	Bisset, Ronald J.	Common	S	Jan/84		1000		1300
	Bowden, John W.		S	Jan/84		1000		1000
	Breen, John G.		S	1983 Jan/84	T	33 1000		1444
	Cotton, Philip J.		S	Jan/84 1983	T	1000 17		2473

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN IMPERIAL BANK OF COMMERCE (Continued)	Farrar, Paul H.	Common	S	Jan/84		1000		1000
	Fullerton, R. Donald		DS	Jan/84 Jan/84	T	5000 712		9025
	Handrahan, Earl R.		S	Oct/83	T	24		211
	MacLachlan, Lachlan W.		S	Feb/84		1500		1511
	Ormston, Gordon T.		S	Jan/84 Jan/84		2000		2128
	Purse, Edwin L.		S	Jan/84		500		500
	Radford, George W.		S	Jan/84 Jan/84	T	4 163		277
CANADIAN INVESTMENT FUND, LTD.	Purvis, Arthur B.	Special	S	1983	T	407		8208
CANADIAN MARCONI COMPANY	Stuurop, Gerry	Common	S	Jan/84		100		100
CANADIAN UTILITIES LIMITED	French, Basil K.	Class B	D	--	IR			350
CANADIAN PACIFIC ENTERPRISES LIMITED	Ames, John C.	Common	SI	Jan/84	T	45		5393
	Clough, John P. T.		SI	Dec/83 Dec/83	T	201 25		3249
	McLaughlin, W. Earl		D	Jan/84	T	353		18234
CANAMAX RESOURCES INC	Lawzier, Germain	Common	S	Jan/84		816		816
	McGowan, Terrance E.		S	Jan/84 Jan/84		1024	3000	1024
	Spalding, James H.		S	Jan/84		819		819
CANALANDS RESOURCES CORPORATION	O'Connor, Michael J.	Common	D	Dec/83			9400	45600
CAPITAL CABLE TV LTD.	Shaw, Leslie E. Indirect Holdings	Class A	DB	-- Jan/84		600		320100 268700
CARLSON MINES LTD.	Munnings, Donald R. Amended	Common	DS	Jan/84		19001		

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR		SOLD OR		MONTH-END HOLDINGS
						ACQUIRED	DISPOSED	ACQUIRED	DISPOSED	
CARLSON MINES LTD. (Continued)	Munnings, Donald R. Amended	Common	DS	Jan/84			3000		152001	
CAROLIN MINES LTD.	Richardson, Paul W.	Common	DS	Jan/84			1000		2000	
CENTRAL TRUST COMPANY	Davison, Ernest K.	Common	S	--	IR				1	
CHRYSLER CORPORATION	Greenwald, Gerald	Common	S	Jan/84			10275		10900	
COHO RESOURCES LIMITED	Campbell, Kenneth F. RRSP	Class A	DSB	-- Jan/84	1	3000			47598 73100	
	Campco International Capital Ltd.			--	1				173577	
	Shauntan Holdings Ltd. Children			--	1				185171	
				--	1				24	
COMAPLEX RESOURCES INTERNATIONAL LTD.	Pyke, Murray W.	Common	DS	Jan/84			3000		117646	
COMINCO LTD.	Hansen, Poul	Common	DI	Jan/84		250			777	
COMMERCIAL OIL AND GAS LTD.	Oughtred, George W. Indirect Holding RRSP	Common	DS	Jan/84 -- --	1 1	10000			1335000 100000 194500	
COMPUTER INNOVATIONS DISTRI- BUTION INC.	Esch, Jr. Arthur G. Joint Account with Wife Indirect Holdings	Common	D	-- Dec/83 Jan/84 --		5000 10000			20000 83500	
	Fraser, David Stock Purchase Plan		SI	Dec/83 Dec/83	1	3333	2000		---	
	Hempell, Bruce Stock Purchase Plan		D	Dec/83 --	1		6000		10401 30924	
	Oliver, Victor Stock Purchase Plan		S	-- Dec/83	1	3333			3333	
	Smith, Greg Stock Purchase Plan		S	-- Dec/83	1	2500			2501	
CONSOLIDATED-BATHURST INC.	MacLeod, J. G. In Trust	Series A	S	-- Jan/84	X 1	3000			4002 3000	
	MacLeod, J. G.	Series B	S	Jan/84			2000		3964	
	Thompson, Elmer A.	Common B	S	1983	T	471				

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CONSOLIDATED-BATHURST INC. (Continued)	Thompson, Elmer A.	Common B	S	Dec/83			2000	10459
	Share Option Plan			1983	T 1	937		24764
CONSOLIDATED IMPERIAL RESOURCES ENERGY LIMITED	Steel, James S.	Common	D	--				100
	Steelbridge Holdings Ltd.			Jan/84	T 1	746		46746
CONSOLIDATED NOREX RESOURCES CORP.	Graymont Limited	Common	B	Dec/83		14400		
				Jan/84	F	334404		1386903
				Jan/84		16400		
CONSOLIDATED GASCOME OILS LTD.	Langard, Albert J.	Common	DS	Jan/84			2000	500026
CONSOLTEX CANADA INC.	Thibault, Marcel	Common	DS	Jan/84			900	12300
CONTINENTAL BANK OF CANADA	Continental Bank of Canada Pension Trust Fund	Common		Jan/84		400		100400
CONTROL DATA CORPORATION	Keye, William R. Wife	Common	D	Jan/84			1000	1791
				Jan/84	1		1000	2079
	Miller, Paul G.		D	Jan/83			2200	41800
CONVENTURES LIMITED	Greig, David R.	Common	S	Jan/84		110		12618
	Nickle Family Foundation		B	Jan/84	E		764526	---
	Stewart, H. Norman		D	Jan/84		31		1178
	Zacharuk, Jennie O.		S	Jan/84		96		10592
CONWEST EXPLORATION COMPANY LIMITED	Connell, Martin P.	Class A	DSB	Jan/84			47510	---
	RRSP			Jan/84	1		57212	---
	482582 Ontario Inc.			Jan/84	1	104722		1056730
CRESTBROOK FOREST INDUSTRIES LTD.	Hotchkiss, Harley N.		D	Jan/84		5000		15000
	Thompson, Alan G.	Common	D	Jan/84		100		100
CROWNIX INC.	Cooper, Marsh A. M. A. Cooper Holdings Inc.	Common	D	--				
			--		IR1			500

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CROWN INC. (Continued)	Ling, Winston Amended	Class A	S	Oct/83	E	20000		40000
		Common		Oct/83 Jan/84	E		20000 1000	600
DAON CENTRE LIMITED PARTNERSHIP	Reifel, George C.	Units	S	Nov/83	V	2340		2400
		Common	DS	Jan/84 Feb/84			2000 71500	435500 7218
DELHI PACIFIC RESOURCES LTD.	Singer, Irwin Indirect Holdings			--	1			
		Common	D	Jan/84			69917	---
DEVELCON ELECTRONICS LTD.	Kane, David A. Peacock, Michael Plumage Properties Ltd.		D	-- Jan/84				
		Class B	D	1983 Jan/84	T V	11 518		777
DOFASCO INC.	Dowsett, Robert C. Evans, John R.		D	Jan/84	T V	3 801		1202
		Class A	S	Jan/84 Jan/84	X V	2584 24688		37023
	Lindsey, David A.			Jan/84	V	71034		106551
		Class B	D	Jan/84	V	1000		1500
	Logan, Frank H.		SI	Jan/84	V	16		24
		Class A	DI	-- Jan/84	V 1	2000		3000
	McAllister, John H. Pearson, Hugh J. S. Indirect Holding		DS	Jan/84	V	7540		11310
		Class B		Jan/84	V	1792		2688
	Plumpton, Jack Samson, David H.		SI	Jan/84	T	5		1593
		Class A	S	Jan/84	V	1494		2241
	Sheppard, John G.		DS	Jan/84	V	10000		15000
		Common	S	Jan/84	V	3023		4535
DOMINION STORES LIMITED	Van Zuiden, Thomas Parkhill, Kenneth R.		S	--	IR			500

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR		MONTH-END HOLDINGS
						ACQUIRED	SOLD OR DISPOSED	
DOMINION TEXTILE INC.	Caisse de depot et placement du Quebec	10 1/2% Deb.	B	Jan/84				\$1822000
		Common		Jan/84	T	22553		2318494
	Evans, Allan R.		S	Jan/84		4		384
	Gagnon, William N.		S	Jan/84		16		1938
	McCrae, Charles A.		S	Jan/84		24		2465
	Savoie, Jalques		S	Jan/84			378	610
	Suddaby, Donald E.		S	Jan/84 Jan/84		4	200	213
	Tremaine, Arthur R.		S	Jan/84		8		867
DOMTAR INC.	Major, John C.	Common	D	Apr/83		100		100
	wilson, Halford M.		S	Sept/83	T	92		92
DUMAGAMI MINES LIMITED	Agnico-Eagle Mines Limited	Common	B	Dec/83		31000		
				Jan/84		6000		687127
DYNAMAR ENERGY LIMITED	Cameron, Hugh T. Cameron Containers Limited Trustee of Deferred Profit Sharing Plan	Common	S	Jan/84		41900		417300
				--	1			1135600
				--	1			22400
EASTERN BAKERIES LIMITED	Bell, Lawrence M.	Common	D	Jan/84			2005	6020
	Machum, Lawrence M.		D	Jan/84			5100	4190
ELECTROHOME LIMITED	LaPier, Herbert H.	Class Y	S	--	IR			1000
ELKS INC.	Agnico-Eagle Mines Limited	Common	B	Jan/84		2000		1622350
EMBASSY RESOURCES LTD.	Brenzel, Lawrence A. L. A. Brenzel Securities Ltd.	Common	DI	Jan/84		4000		4000
				Dec/83	1	6200		
				Jan/84	1	5800		
				Jan/84	1		24200	7500
	Diamond, Allen E.		D	--				

REPORTING ISSUER EMBASSY RESOURCES LTD. (Continued)	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR		SOLD OR		MONTH-END HOLDINGS
						ACQUIRED	DISPOSED	DISPOSED	DISPOSED	
EMBASSY RESOURCES LTD. (Continued)	Diamond, Allen E. Whitecastle Investments Limited	Common	D	Jan/84	E 1			143764		---
	Dixon, Robert K.			D Jan/84 Jan/84	E E	50000		50000		---
		Series A Preference		Nov/83		50000				
				Jan/84	E			50000		---
	Donaldson, Allan J.	Common	S	Jan/84 Jan/84 Jan/84	E E E 1	54000		54000 67223		---
	Control									
	Donaldson, Allan J.	Series A Pref.	S	Jan/84	E			54000		---
	Gieck, Larry E. Indirect Holdings	Common	S	-- Jan/84 Jan/84	 E 1 E 1	65000		147522		---
	Gieck, Larry E. Indirect Holdings	Series A Preference	S	--				6500		---
	Hockley, Glenn D.	Common	DS	Jan/84 Jan/84 Jan/84	E E E	86000		200188		1000
		Series A Preference		Nov/83		86000				
				Jan/84	E			86000		---
	Latner, Albert J.	Common	DI	Jan/84				5000		---
	Leech, James W. Indirect Holding		D	Jan/84 Jan/84	 1			12505 1000		---
	Rotman, Joseph L. Roy-L Resources Limited		D	Jan/84 Jan/84	 1			75027 219948		---
	Schott, Donald K.		S	Jan/84 Jan/84	 E	32000		32854		---
		Series A Preference		Nov/83		32000				

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR		SOLD OR		MONTH-END HOLDINGS
						ACQUIRED	DISPOSED	ACQUIRED	DISPOSED	
EMBASSY RESOURCES LTD. (Continued)	Schott, Donald K.	Series A Preference	S	Jan/84	E			32000		---
	Shear, Gerald J. Indirect Holdings	Common	D	Jan/84 Jan/84	1			2084 42711		---
	Spurgeon, Allan E.		B	Jan/84 Jan/84	E E	32000		32000		---
		Series A Preference		Nov/83		32000				
				Jan/84	E			32000		---
	Unicorp Canada Corporation	Common	B	Jan/84	E	3630986				4864686
ENS BIO LOGICALS INC.	Grieve, Alan	First Pref.	S	Dec/83		98900				98900
	Ogilvie, Kelvin K.	Common	D	Jan/84				1000		86000
EQUITY SILVER MINES LIMITED	Whittall, Hubert R.	Common	DI	Jan/84				600		6400
ETHYL CORPORATION	Gill, James M. Savings Plan	Common	DS	-- Jan/84	1		158			13990 14029
	Gottwald, Jr. Floyd D. wife Savings Plan Other Indirects		DS	Jan/84 Jan/84 Jan/84 --	G 1 1 1		700 781	7700		1509673 52318 66940 2259220
	Hailley, Charles R. Savings Plan		S	-- Jan/84	1		157			24764 4316
	Horn, Jr. Albert B. Savings Plan		DS	Jan/84 Jan/84 Jan/84 Jan/84	X G M 1	6000			100 2184	12344 302
	Moser, Roger A. Savings Plan		S	Jan/84 Jan/84	T 1	15 59				4938 3872
	Wilkins, Jr. Ray Savings Plan		S	-- Jan/84	1	72				200 5027
	Wright, Jack C. Savings Plan		S	-- Nov/83 Dec/83 Jan/84	1 1 1	16 9 90				8116

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR		SOLD OR DISPOSED	MONTH-END HOLDINGS
						ACQUIRED			
FINANCIAL TRUSTCO CAPITAL LTD.	Campbell, Robert J.	Common	SI	Jan/84		50			14916
	Grand Banks Investments Ltd.		B	Jan/84		200000			2495752
FIRST CITY FINANCIAL CORPORATION LTD.	First City Financial Corporation Ltd.	1st Pfd. A		Jan/84		125			
				Jan/84	R			125	---
	Graham, Robert J.	Common	SI	--	IR				1000
FISCAL INVESTMENTS LIMITED	Allan, William N. Fairstone Financial Corporation Limited Great Lakes Commercial & Holding Corp. Ltd.	Common	DSBDISI	--					7356
				Jan/84	1			2000	---
				--	1				59976
FORD MOTOR COMPANY	Graham, Robert C.	Common	S	Jan/84 Jan/84	M			10700 7982	74
	Knighton, Charles L.		S	Jan/84	F	1875			5501
FRASER INC.	Fisher, John P. Stock Purchase Plan Other Indirect	Common	DS	Jan/84 Jan/84 --		375		375	33369 13125 800
	Grotterod, Knut Stock Purchase Plan		DS	Jan/84 Jan/84	1	265		265	5595 1855
	McAlary, David G. Stock Purchase Plan		S	Jan/84 Jan/84	1	110		110	770 770
	Ritchie, Alfred A. Stock Purchase Plan		S	Jan/84 Jan/84	1	100		100	700 800
	Robinson, Melvin B. Stock Purchase Plan		S	Jan/84 Jan/84	1	100		100	315 700
	Seely, Kenneth L. Stock Purchase Plan		S	Jan/84 Jan/84	1	100		100	315 700
GALTACO INC.	Major, J. Douglas	Common	DS	Jan/84				1500	3701
GARBELL HOLDINGS LIMITED	Garbell Holdings Limited	10.5% First Preference		Jan/84		200			
				Jan/84	R			200	---
GEAC COMPUTER CORPORATION LIMITED	Bishop, Michael I.	Common	DS	Jan/84				11921	236479

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GEAC COMPUTER CORPORATION LIMITED (Continued)	Bishop, Michael I. RRSP	Common	DS	--	1			350
	German, Robert A.		DSB	Jan/84			95386	1830223
	Grunau, Theodore C.		D	Jan/84			95386	1870723
	Isserstedt, Robert K.		DB	Jan/84			95386	1870723
GENDIS INC.	Williams, Charles M.		DS	Jan/84			11921	236479
	Altman, Sheldon	Class A	SI	Jan/84			1500	1500
	Smith, Bruce	Class A Special	DSB	--				
GENERAL AMERICAN TECHNOLOGIES INC.	RSP Galleon Realty Limited			Jan/84	1	3500		147600
				--	1			78200
	556327 Ontario Limited	Common	B	Dec/83 Jan/84			8500 8500	77270 68770
	Petruchio Holdings Limited		B	Dec/83 Jan/84			8500 8500	77270 68770
GENERAL MOTORS ACCEPTANCE CORPORATION OF CANADA, LIMITED	Clare, Paul B.	Short Term Note	S	1983		\$5000		
				1983	R		\$5000	\$5000
	Waugh, William R.		D	1983	R		\$10000	---
GENERAL MOTORS CORPORATION	Atwood, Donald J. Savings Stock Purchase Plan Son	Common	S	Jan/84	C	519		2841
				--	1			5449
				--	1			100
	Conklin, Carol M. Savings Stock Purchase Program		S	Jan/84	C	86		145
				--	1			201
	Eaton, Robert J. Jointly with wife Savings Stock Purchase Program		S	Jan/84	C	95		813
				--	1			99
				--	1			437
	Hackworth, Donald E.		S	Jan/84	C	173		2062

REPORTING ISSUER GENERAL MOTORS CORPORATION (Continued)	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
	Hackworth, Donald E. Savings Stock Purchase Program	Common	S	--	1			274
	Lund, Robert D. Savings Stock Purchase Program		S	Jan/84	C	735		24353
				--	1			7356
	Smith, Roger B. Wife Other Indirect		DS	Jan/84	C	951		12594
				--	1			600
				--	1			13370
	Stempel, Robert C.		S	Jan/84 Jan/84	C	605	400	357
	Savings Stock Purchase Program Wife			--	1			1088
				--	1			160
	Stone, Robert B. Savings Stock Purchase Program		S	Jan/84	C	173		2741
				--	1			60
	Vorhes, James G. Trust Wife		S	Jan/84	C	527		527
				--	1			4341
	Savings Stock Purchase Program			--	1			90
				--	1			1108
GENSTAR CORPORATION	Currie, Colin	Common	DI	Jan/84			1150	--
GEORUDE ENERGY INC.	Jennings, Neil L.	Common	D	Jan/84			2397	583
GESCO INDUSTRIES INC.	Allan Shnier Family Trust, The 60772 Manitoba Limited	Common		--				129166
				Jan/84	1	1191		9625
	Cecil Shnier Family Trust, The 60772 Manitoba Limited			--				129166
				Jan/84	1	1191		9625
	Irving Shnier Family Trust, The 60772 Manitoba Limited			--				129166
				Jan/84	1	1191		9625
	Norman Shnier Family Trust, The 60772 Manitoba Limited			--				129166
				Jan/84	1	1191		9625

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GESCO INDUSTRIES INC. (Continued)	Phil Shnier Family Trust, The 60772 Manitoba Limited	Common		--				129166
				Jan/84	1	1191		9625
GOLDALE INVESTMENTS LIMITED	Cristofano, Daniel J. Wood Gundy Limited	Class A	SI	--	IR1			75000
	Cristofano, Daniel J.	Warrants	SI	--	IR			75000
GOLDQUEST EXPLORATION INC.	Kachmar, John O.	Common	DS	Jan/84		2000		3000
GREYHOUND COMPUTER OF CANADA LTD.	Micallef, Leonard J.	Capital	DS	Jan/84			2000	13000
GULF CANADA LIMITED	Bregazzi, Michael	Common	S	1983		576		576
	Brown, Robert T. Savings Plan		S	-- 1983	1	1144		2334
	Caldwell, C. Keith Savings Plan		S	-- 1983	1	556		2509 556
	Carlyle, Robert H. Savings Plan		S	-- 1983	1	651		7326 651
	DeGrandis, Joseph D. Savings Plan		S	-- 1983	1	619		619
	Dodd, Lionel G. Savings Plan		S	-- 1983	1	629		1104 629
	Fitzwilliam, Cecil W. Savings Plan		S	-- Dec/83	1	502		1241
	Hindson, William J. Savings Plan		S	-- 1983	1	461		819 461
	Holland, Gary A. Savings Plan Other Indirect		S	-- Dec/83 --	1 1	382		550 1066 5
	Matsushita, Tatsumi Savings Plan		S	-- 1983	1	508		2257 508
	McWalter, Stuart K. Savings Plan		S	-- 1983	1	1176		2000 3777
	Motyka, Daniel R.		S	--				412

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GULF CANADA LIMITED (Continued)	Motyka, Daniel R. Savings Plan	Common	S	1983	1	572		572
	Peterson, Milton P. Savings Plan		S	-- 1983	1	537		1132
	Phillips, John C. Savings Plan		S	-- 1983	1	1319		315 5940
	Reeves, Kenneth C. Savings Plan		S	-- 1983	1	534		1926 534
	Russell, Walter G.		S	--	IR			353
	Sello, Allen R. Savings Plan		S	-- 1983	1	461		370 461
	Simms, Thomas B. Savings Plan		S	-- Dec/83	1	508		508
	Stoik, John L. Savings Plan		S	-- 1983	1	1859		6102 1859
	Tysall, John R. Savings Plan		S	-- 1983	1	426		664
	Walker, Elbert E. Savings Plan		S	-- 1983	1	597		941 1261
	Winterton, William M. Savings Plan		S	-- 1983	1	569		569
	Leon, Leonard Wife	Common	D	Jan/84 --	G 1		500	38011 1200
	Young, David M.	Class B	D	Jan/84			5300	24936
	Evans, Robert A.	Common	S	Jan/84 Jan/84	X	7000	1700	12454
HALLIBURTON COMPANY	Meredith, Paul E.	Common	B	Jan/84			5500	704259
	Callander, William K.	Special	S	Dec/83	T	1		
	Nominee			Dec/83 --	T 1	278		345 39
HAMILTON GROUP LIMITED, THE								
HIGHWOOD RESOURCES LTD.								
HOLMER GOLD MINES LIMITED								
HUDSON BAY MINING AND SMELTING CO. LIMITED								

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HUDSON BAY MINING AND SMELTING CO. LIMITED (Continued)	Faught, George D.	Special	S	--	IR			213
	Kozel, Shirley A.		S	Dec/83 Dec/83	T	1 59		131
	Lambert, Allen T.		D	--	IR			6819
	Martin, Peter L.		S	--	IR			483
	Sweatman, Alan		D	--	IR			56
HUDSON'S BAY COMPANY	Evans, Charles W.	Ordinary	DS	Jan/84		1000		8035
	Evans, William H.		S	Jan/84		500		3650
	Grose, Brian C.		S	1983		21		4354
	Huband, Allen R.		S	Jan/84		400		6021
	Hudson's Bay Company	\$1.80 Cum. Preferred Series A	B	Jan/84		2400		
				Jan/84	R		2400	---
	McGiverin, Donald S.	Ordinary	DS	1983		28		40550
HUSKY OIL LTD. IMPERIAL OIL LIMITED	McIntyre, John G. W.		S	1983		533		12208
	Nobbs, Peter F. S.		S	1983		66		3011
	Wood, Peter W.		S	1983		4		21325
	Dube, Georges	Securities	SI	--	IR			---
	Akitt, John E. Savings Plan	Class B	S	-- Jan/84	1	5		572
	Beacom, W. E. Savings Plan		S	-- Jan/84	1	5		532
	Haynes, Arden R.	Class A	S	Jan/84		1		105
	Savings Plan	Class B		-- Jan/84	1	30		3248
	Landry, Robert E.		S	--				3483

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IMPERIAL OIL LIMITED (Continued)	Landry, Robert E. Savings Plan	Class B	S	Jan/84	1	9		1029
	Lougheed, Donald D. Savings Plan		DI	-- Jan/84	1	63		3964 6658
	McIvor, Donald K. Savings Plan		D	-- Jan/84	T 1	11		4630 1168
	Peterson, Robert B. Savings Plan		DI	-- Jan/84	1	3		96 398
	Rogers, George A. Savings Plan		S	-- Jan/84	T 1	5		124 581
	Thomson, Thomas H. Savings Plan	Class A	D	Dec/83 --	11 1	11		1165 1
	Willmon, Gordon J. Savings Plan	Class B	DI	Oct/83 Jan/84 --	T T 1	11 12 1		461 1266
INCA RESOURCES INC.	Ager, Charles A.	Common	DS	Jan/84 Jan/84	X	90000	65000	250000
	Berretta, Mauro G.		DS	Jan/84 Jan/84	X	90000	67000	250001
	Ellis, Gordon L.		D	Jan/84 Jan/84	X	54000	29000	46000
INLAND NATURAL GAS CO. LTD.	Brodie, Robert G. Daughter	Common	D	-- Jan/84	1	500		500 500
INTERNATIONAL BUSINESS MACHINES CORPORATION	Estridge, Phillip D.	Capital	S	--	IR			1184
JONPOL EXPLORATIONS LIMITED	Pollock, John A. Jonpol Investments Ltd.	Common	DSB	Jan/84 --			6500	91002 200000
LAC MINERALS LTD	Francisco, Rolando C. Wife	Common	S	Jan/84 --	1		1000	900 300
LAILAW TRANSPORTATION LIMITED	Francolini, Geno F	Common	D	--	IR			500
LITTLE LONG LAC GOLD MINES LIMITED	Webster, D. C.	Common	D	--				1

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LITTLE LONG LAC GOLD MINES LIMITED (Continued)	Webster, D. C. Trust	Common	D	Jan/84	I		22387	120000
LOBLAW COMPANIES LIMITED	Williams, David M.	Common	DI	Jan/84	X	6300		6600
LONGFORD EQUIPMENT INTERNATIONAL LIMITED	Longford Equipment International Limited	Pref. p. v \$2.50		Jan/84		1500		46900
LOUISIANA LAND AND EXPLORATION COMPANY, THE	Phillips, John G.	Common	DS	Jan/84	G		200	6925
MACMILLAN BLOEDEL LIMITED	Finkbeiner, James C. Share Purchase Plan	Common	S	--	IRI			71
MADELEINE MINES LTD.	Keevil, Harold B.	Securities	DI	--	IR			---
MCDONALD'S CORPORATION	Christian, Richard J.	Common	S	Jan/84	X	1500		1500
MENTOR EXPLORATION & DEVELOPMENT CO. LIMITED	Agnico-Eagle Mines Limited	Common	B	Jan/84		5100		1322400
MIDLAND DOHERTY FINANCIAL CORPORATION	Bayles, Catherine H.	Common	S	Jan/84			1000	700
	Kuehling, Hans G.		DS	Jan/84			500	20000
	Wilson, Brenda M.		DS	Jan/84	M		542	1700
	RRSP			Feb/84	I	542		
				Jan/84	M	258		800
				Feb/84				
MILNER CONSOLIDATED SILVER MINES LTD.	Agnico-Eagle Mines Limited	Common	B	Jan/84			101000	533250
MINERAL RESOURCES INTERNATIONAL LIMITED	Agar, Charles F.	Common	DS	Jan/84		20000		
	Holding Company			Jan/84	I		3000	57001
				--				4250
MITEL CORPORATION	Lewis, Conrad	Common	S	Jan/84			5000	3702
MOLSON COMPANIES LIMITED, THE	Black, James T.	Class A	D	1983	T	594		27155
				Jan/84		385		
	Hartley, Stuart L.		S	1983		294		2384
	Hull, David V. M.		S	1983		258		

REPORTING ISSUER MOLSON COMPANIES LIMITED, THE (Continued)	INSIDER Hull, David V. M.	SECURITY Class A	REL'N S	TRANS DATE Jan/84	TYPE	BOUGHT OR		SOLD OR		MONTH-END HOLDINGS
						ACQUIRED	DISPOSED	DISPOSED	DISPOSED	
								100		370
MONENCO LIMITED	Wife	Class B		-- Jan/84	1			200		---
	Nancarrow, D. R.	Class A	D	Jan/84				1200		720
	Esposito, Raphael	Ordinary	D	Nov/83		300				500
MORGAN HYDROCARBONS INC	Holton, Norman W.	Common	S	Jan/84		1798				4963
	Indirect Holdings			Jan/84	1			50		24014
	Shepherd, Donald W.		S	Jan/84		109				2751
NEW BRUNSWICK TELEPHONE CO. LTD., THE	Bujold, Simon L.	Common	D	Jan/84	T	7				362
	Colter, Burton D.		D	Jan/84	T	45				636
	Graham, G. Edwin Mared Holdings Ltd.		S	Jan/84	M			102		479
	Landry, Alfred R.		D	Jan/84	T	3				161
	Lawson, Gerald B.		D	Jan/84	T	8				455
	McCain, Andrew H.		D	Jan/84	T	49				2591
	Michaud, Raymond		D	Jan/84	T	108				254
	Reeve, Edward Trust		D	-- Jan/84	1	50				100
	Addee Developments Ltd.			--	1					350
NORCEN ENERGY RESOURCES LIMITED	Savoie, J. T. Richard		D	Jan/84	T	3				158
	Andrews, Harold E.	Common	S	--						
	Savings Plan			1983 1983	1 E 1	143				---
	Andrews, Harold E.	Non-Voting Ordinary	S	--						82

REPORTING ISSUER NORCEN ENERGY RESOURCES LIMITED (Continued)	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
	Andrews, Harold E. Savings Plan	Non-Voting Ordinary	S	1983	1	143		
				1983	1	60		397
	Andrews, Harold E. Savings Plan	Voting Ordinary	S	-- 1983	E 1	143		82 337
				1983			523	---
	Battle, Edward G.	Common	DS	1983	E	523		
				1983			523	
		Non-Voting Ordinary		1983	E	523		
				1983			232	22868
		Voting Ordinary		1983	E	523		
				1983			1	22637
	Boychuk, Olga Savings Plan	Non-Voting Ordinary	S	-- 1983	1	92		365
				1983				
	Boychuk, Olga Savings Plan	Voting Ordinary	S	-- 1983	1	63		336
				1983				
	Cochrane, Barry D.	Convertible Junior Pref. Series B	S	Feb/84		6700		6700
	Colby, Ken L.		S	Feb/84		4000		4000
	Geren, Richard RRSP	Jr. Preferred	DI	-- --	IR1			800
				1983			433	
	Loucks, Wilfrid A.	Common	S	1983 1983	E	433		---
				1983			433	
		Non-Voting Ordinary		1983	E	203		3821
				1983				
		Voting Ordinary		1983 1983	E	433		3620
				1983			1	
	Rathke, Austin P.	Convertible Junior Pref. Series B	DI	Feb/84		5000		5000

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NORCEN ENERGY RESOURCES LIMITED (Continued)	Rathke, Austin P.	Non-Voting Ordinary	DI	--				
	Savings Plan			1983	1	527		1736
	Rathke, Austin P. Savings Plan	Voting Ordinary	DI	-- 1983	1	360		1569
	Ross, Charles B.	Conv. Junior Preference Series B	DS	Feb/84		5000		5000
	Sheeres, Timothy G.	Convertible Junior Pref. Series B	S	Feb/83		5000		5000
	Wood, Arthur L.	Non-Voting Ordinary	S	--				2062
	Employee Savings Plan RRSP			1983 --	1 1	540		2545 400
	Wood, Arthur L. Employee Savings Plan RRSP	Voting Ordinary	S	-- 1983 --	1 1	367		2062 2372 400
	Kerr, James W.	Common	D	Jan/84		100		1000
	Cooper, Murray W.	Common	D	Jan/84			1	---
NORTHERN TELECOM LIMITED	Hall, Dianne I.	6 3/8% Pref.	S	Jan/84			2000	---
	McCaig, John R.	12% Cum Red. Convertible 2nd Preferred	D	--				
	McDevco Holdings Ltd.			Dec/83	1		2000	---
	McCaig, John R.	6 1/2% Cum. Redeemable Conv 2nd Preferred	D	--				
NUMAC OIL & GAS LTD.	McDevco Holdings Ltd.			Dec/83	1	2000		4000
	McGregor, William S. W.S. McGregor Investments Ltd. Merry-Mac Investments Ltd.	Common	DS	--				18000
				Jan/84	1	5000		1262264
	Montgomery, C. R. S.			--	1			301960
			S	--				7580

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NUMAC OIL & GAS LTD. (Continued)	Montgomery, C. R. S. C.E.C. Investments Ltd.	Common	S	Jan/84	1		11000	86000
NUINSCO RESOURCES LIMITED	Hanns, Kenneth G. Tara Investment Ltd.	Common	DS	-- Jan/84	1		15000	10000
OCCIDENTAL PETROLEUM CORPORATION	Barker, Stonie Thrift Plan	Common	S	Jan/84 --	1		3605	31574 3027
OLD CANADA INVESTMENT CORPORATION LIMITED	Beatty, David R. D.R. Beatty Holdings	Common	DB	Jan/84	1		519	---
ORBIT OIL & GAS LTD.	Ongyerth, George RRSP	Common	DS	Jan/84 --	M 1		11500 2500	594074 150750 4500
ORCATECH INC	Standel, Jr. Richard R.	Warrants	SI	Jan/84			750	---
OSHAWA GROUP LIMITED, THE	Flatt, Abraham Trustee	Class A	S	-- -- --	IR IR1 IR1			160 2000 2941
PAGURIAN CORPORATION LIMITED, THE	Webster, Donald C. In Trust	Class A	D	-- Jan/84	1		34600	645439
PEGASUS GOLD LTD	Zink, Milton H. Private Transaction	Common	DS	Jan/84 Jan/84	1		15800 35000	47167 118399
PENN WEST PETROLEUM LTD.	Penn West Petroleum Ltd.	Class A		Jan/84		21800		45300
PENNINGTON'S STORES LIMITED	Pennington's Stores Limited	Preference		Jan/84		575		---
PENNZOIL COMPANY	Hollingsworth, Bobby J. Employee Plans Other Indirect	Common	S	Jan/84 1983 --	1 1		192 712	4419 3381 338
	Kerr, Baine P. Stock Plan Other Indirect		DS	-- 1983 --			3087	42764 28853 6370
	Liedtke, J. Hugh In Trust		DS	1983 --	1	4604		269621 49831
	Sortor, Harold E.		S	--				

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PENNZOIL COMPANY (Continued)	Sortor, Harold E. Employee Plans	Common	S	1983	1	1585		9628
PHOENIX CANADA OIL COMPANY LIMITED	Talent Oil and Gas Ltd.	Common	B	Jan/84		2000		818806
PIRRANA CORPORATION	Philipps, John Pirrana Small Car Centres Ltd.	Class A	B	--				
				--	IR1			100000
	Philipps, John Pirrana Small Car Centres Ltd.	Common	B	--				
POCO PETROLEUMS LTD	Dunkley, Lyle F.	Common	S	Jan/84		185		17685
	Hunter, Margaret		S	Jan/84 Jan/84	X	500 94		17261
	Markin, Allan P.		DS	Jan/84		319		96919
	Stewart, Craig W.		S	-- Jan/84	IR X		185	15000 15182
	Axial Portfolios Inc.	Common	B	--	IR			450565
POMAC MINES LTD	Boyden, R. Bruce	Option	DS DISI	--	IR			10000
	MacDonald, William T.	Common	B	Oct/83 Nov/83 Jan/84		52000 200000	491565	169145
	Smith, Donald E.	Option	S	--	IR			10000
	Thornley-Hall, Ivan deB.		S	--	IR			10000
	Torrance, William R. L.		S	--	IR			10000
POMINEX LTD.	Rankin, Donald T. Ranworth Expl. Ltd.	Common	DS	Jan/84 --		80000		153300 100000
PROVIGO INC.	Lumsden, William G.	Common	DI	--	IR			2000
	Merizzi, Jean-Claude		S	--	IR			20
	Franklin, Robert H.	Common	S	Jan/84		5		350
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	James, Carroll D.		S	Jan/84		7		801

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PUBLIC SERVICE ELECTRIC AND GAS COMPANY (Continued)	James, Carroll D. Wife	Common	S	--	1			55
	Librizzi, Frank P.		S	Jan/84		14		1259
	Morris, Everett L. Wife		S	Jan/84 Jan/84	M M 1	60	60	3024 1329
	Rizzi, Louis L.		S	Jan/84		23		826
	Saller, William		S	Jan/84		6		233
PUISSANCE RESOURCES LIMITED	Cudney, Robert D.	Common	DS	Jan/84 Jan/84		2000	25000	156001
QUEBEC-TELEPHONE	Caisse de depot et placement du Quebec	Notes	B	Jan/84			\$2215000	
				Jan/84			\$3325000	\$2415000
QUEENSTAKE RESOURCES LTD.	Farris, Lauch F. Associates 1649 Laurier Holdings Ltd.	Common	DS	-- --	1 1			100550
				Jan/84			500	42000
RANCHMENS RESOURCES (1976) LTD.	Brackpool, Jacqueline	Class 'A' Non-Voting	S	Jan/84	X	800		800
		Class 'B' Warrants		Jan/84	X		82	---
	Brooker, Terence D.	Class 'A' Non-Voting	S	Jan/84	X	3400		3400
	Kaita, Ellen K.		S	Jan/84	X	3400		3620
	Lashuk, Nicholas J. Spouse		DS	Jan/84 --	X 1	12000		24000 1400
	Lashuk, Nicholas J. Spouse	Class 'B' Non-Voting	DS	Jan/84	X	16666		26666
				--	1			5000
	McDonald, John G.	Cum. Red. Con. 1st Pref.	SSIB	--				15800
	Canadian Oil & Gas Fund Ltd.			Jan/84	1		1900	13154

REPORTING ISSUER RANCHMENS RESOURCES (1976) LTD. (Continued)	INSIDER Sully, Kerry E.	SECURITY Class "A" Non-Voting	REL 'N S	TRANS DATE Jan/84	TYPE X	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
						3400		3400
REALCAP HOLDINGS LIMITED	Ades, David S. D. Ades Mgmt. Co. RSP DPSP	Class "B" Non-Voting	DS	Jan/84	X	5800		16800
REED STENHOUSE COMPANIES LIMITED	Barbary, Robert J.	Class A	SI	Jan/84			350	9761
REITMAN'S (CANADA) LIMITED	Gordon, Donald W.	Class A Common	D	Dec/83		118		9879
	Kirkpatrick, Henry W.	Class A Common	D	1983		33		7375
	Caisse de depot et placement du Quebec	Class A	B	Jan/84		411200		773500
	Eller, Bruno	Common	S	Jan/84		9		9
	Ferland, Gilles	Common	S	Jan/84		2		2
	Hymes, Jack J & E Hymes Interests Inc.	Common	S	Jan/84		130		250
	Jaysar Equities Limited Sherlex Investments Inc	Common	B	Jan/84		98300		98300
	Jaysar Equities Limited Sherlex Investments Inc	Common	B	Jan/84		14502		846000
	Marcovitz, Peter S.	Class A	S	Jan/84		112802		837000
	Reitman, Cyril	Common	DS	Jan/84		8700		15700
	Reitman, Jack	Class A	DS	Jan/84		1460		2320
	Reitman, Jeremy	Common	DS	Jan/84		100		100

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
REITMAN'S (CANADA) LIMITED (Continued)	Reitman, Stephen F.	Class A	S	Jan/84	T	100		100
	Rousseau, Jacques		S	Jan/84	T	100		100
	Sacks, Philip		S	Jan/84	T	100		100
	Salomon, Allan		S	Jan/84	T	341		509
	Smith, Lawrence		--	--	IR			100
		Common	--	--	IR			100
	Waxman, Louis	Class A	S	Jan/84	T	10		10
	Weiss, Jay		S	Jan/84	T	100		100
RENAISSANCE ENERGY LTD.	Greene, Ronald G. Employee Stock Savings Plan Greene Holdings Ltd.	Common	DS	Jan/84		1421		250847
			--	--	1			1421
			--	--	1			4124
	Paget, James R. J. Robert Paget Professional Corporation		DS	--				35789
	Thomson, John A.			Jan/84	1	1147		1147
			S	Dec/83 Jan/84		1000 833		1833
	Woitak, Clayton H. Spouse		DS	Jan/84	1	1029		1029
			--	--				3000
REVELSTOKE COMPANIES LTD.	Berkhold, Gerald A.	Class A	DSDI	Jan/84 Jan/84		1161	61	2450
	Montreal Trust Co.			Dec/83 Jan/84	1 1	329 781		
	Venture Funding			Jan/84	1		1161	8986
			--	--	1			183309
	Curry, Duncan S. Montreal Trust Co.		DSSI	-- Dec/83 Jan/84	1 1 1			57170
			--	--		155 352		8284
	Venture Funding			--	1			406149
	Dobson, Lionel E. Montreal Trust Co.		S	Jan/84 Dec/83 Jan/84	1 1 1	1000 73 162		9975
								4306

REPORTING ISSUER REVELSTOKE COMPANIES LTD. (Continued)	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
	Dupont, David A.	Class A	S	--				6800
	Montreal Trust Co.			Dec/83	1	29		127
	Fraser, Neil E.		S	Jan/84		2000		2000
	Montreal Trust Co.			Dec/83	1	56		
				Jan/84	1	126		2657
	Hanson, Ted W.		S	--				
	Montreal Trust Co.			Dec/83	1	173		
				Jan/84	1	409		6851
	Harris, Brian A.		S	Jan/84		2000		5346
	Trustee			--	1			52
	Hudak, John		SI	Jan/84		2000		2600
	Montreal Trust Co.			Dec/83	1	38		171
	Manning, Donald R.		S	Jan/84		2000		6200
	McDowell, Keith A. C.	6% Preference	S	Jan/84		300		1300
	Roberts, Gordon D.		S	Jan/84		3000		33501
	Montreal Trust Co.	Class A		Dec/83	1	281		
				Jan/84	1	688		8906
RIO ALGOM LIMITED	Albino, George R.	Second Preference	DS	Jan/84	R		1000	---
	Rio Algom Limited	Common		Jan/84		19335		---
				Jan/84	R		19335	---
		Second Pref.		Jan/84		448703		---
				Jan/84	R		448703	---
	Tinto Holdings	8.5% Second Preference Series A	B	Jan/84		36906		6858941
	Canada Limited							
ROCKWELL INTERNATIONAL CORPORATION	Black, Kent M.	Common	S	Jan/84	Z	5449		10137
	Foxen, Richard W.		S	Jan/84	Z	6812		9373
	Ronan, Arthur P.		DS	Jan/84	Z	7493		21118
	Ryker, Charles E.			Jan/84		4087		11225
ROGERS CABLESYSTEMS INC.	Blackwell, Mary	Class B		Oct/83		4543		

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ROGERS CABLESYSTEMS INC. (Continued)	Blackwell, Mary	Class B		Oct/83			1960	11133
	Day, Bruce D.	Class B Non-Voting	S	--				
	Management Share Purchase Plan			--	IR1			12403
	Rogers, Edward S. Trustees	Class A	DSB	--				100
	Rogers Telecommunica- tions Limited			Feb/83	1	200		200
	RCI Cablesystems Holdings Limited			--	1			91700
				--	1			3300000
	Rogers, Edward S. Rogers Telecommunica- tions Limited	Class B	DSB	--				303
	RCI Cablesystems Holdings Limited			Feb/84	1		100	1324932
				--	1			4155234
ROLLAND INC.	Caisse de depot et placement du Quebec	Class B	B	Jan/84			45000	45600
RONYX CORPORATION LIMITED	Fraser, Ronald K. Lovat Imex Limited	Common		-- Jan/84	1		18660	179035 185000
	Marsh, John M. Marsh Engineering Ltd. E.G. Marsh Limited		D	-- -- --	IR IR1 IR1			800 20000 20000
	O'Hara, Kenneth K. RRSP			-- --	IR IR1			138000 30300
	Soloway, Gerald M. RRSP		D	-- --	IR1			12500
	King-John Investments Limited			--	IR1			10000
ROXY PETROLEUM LTD.	Dobson, Thomas S. T.S.Dobson Consultant Ltd.	Warrants	D	Jan/84			4200	
				Jan/84	1		1500	---
ROYAL BANK OF CANADA, THE	Baguley, Robert W.	Common	S	1983		192		379
	Baxter, Douglas M.		S	1983		8		138
	Champion, Brian D.		S	1983		112		112

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ROYAL BANK OF CANADA, THE (Continued)	Champion, Brian D. wife	Common	S	1983	1	112		112
	Cleghorn, John E.		S	Jan/84		250		1000
	Driedger, Jake		S	1983		302		302
	Edmonds, Leslie G.		S	Jan/84 1983		30 28		578
	Fithern, William R.		S	Nov/83		159		884
	Glahome, John R.		S	1983		47		742
	MacKay, Wallace J.	Securities	S	-- 1983	IR	768		--- 768
	Milburn, Joel A.	Common	S	1983 1983		317	108	1397
	Neufeld, Edward P.		S	1983		321		1955
	Paterson, Robert C.		S	1983		12		199
	Stone, Edmund G.		S	1983		293		893
	wells, Donald S.			1983		132		997
	Armstrong, Philip A. Management Share Purchase Plan	Class A	S	--				
	Breton, Roland B. Management Purchase Plan		S	Jan/84 Jan/84	1	7500	3025	7500 ---
SCINTREX LIMITED	Sneddon, Ian D. Management Share Purchase Plan		SI	Dec/83 Jan/84	1	20000	200	20000 800
	Baird, Jon G.	Common	DS	Jan/84 Jan/84	X	1000	700	300
	Scintrex Limited			Jan/84			10000	2350
	Seigel, Harold O. Other Indirect		DS	Jan/84 --	1	3000		29201 383374
	Stork, Gerald		DS	Jan/84		2500		5256

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SCINTREX LIMITED (Continued)	Stork, Gerald Indirect Holding	Common	DS	--	1			100
	Whitaker, W. Denis		D Jan/84				2000	3000
SEABOARD LIFE INSURANCE COMPANY	Friends' Provident Life Office	Common	B Jan/84			250		549408
SEEMAR MINES LIMITED	Boos, Bernard	Common	D Nov/83			300000		300000
SELKIRK COMMUNICATIONS LIMITED	Bunsch, James N.	Common	S --		IR			166
	Nash, Frank T. W.	Class "A" Non-voting	S 1983			228		2909
	Sero, John N. Other Indirect	Class A	Dec/83 --		1	95		95 400
SENAC RESOURCES INC.	Celorri, Gus V.	Common	D Jan/84			3000		3000
SENSORMATIC CANADA LIMITED	Daniel, Frank	Common	DS Jan/84		X	900		124602
SHAWNEE PETROLEUMS LIMITED	MacKenzie, Alexander D.	Common	DS -- Jan/84		IR		15000	22000 7000
	McCoy, Wayne		D Jan/84				5500	91000
SHELL CANADA LIMITED	Catterson, William M.	Class A	S Jan/84 Jan/84		X	1000		---
	Savings Fund		--		1			369
	Hayes, Derek C.		S Jan/84				1500	---
SHELL OIL COMPANY	Threet, Jack C.	Common	S Jan/84		G		338	10712
SHELTER OIL & GAS LTD.	Tessari, John A.	Common	D Jan/84			5000		2936380
SILVER LAKE RESOURCES INC.	Eplett, William S. Eplett Natural Resources Ltd.	Common	DS Jan/84				8000	236000
	Knowles, Henry J. In Trust		--		1			10000
			D -- Jan/84		1		5000	25000 20000
SILVERTON RESOURCES LTD.	Dunnett, Thomas A. Carler Engineering & Oil Management Ltd.	Common	S --		IR			5527
			--		IR1			3808

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SILVERTON RESOURCES LTD. (Continued)	Dunnett, Thomas A. Cabler Engineering & Oil Management Ltd.	Common	S	--	IR1			61552
SILVERWOOD INDUSTRIES LIMITED	Excesil Corporation	Class A	B	Jan/84		2		36526
		Class B		Jan/84		2		227590
	Brenzel, Lawrence A.	Common	DI	Jan/84 Jan/84 Jan/84		9000	25600 16200	---
	L.A. Brenzel Securities Limited			Jan/84	1		7200	---
	Latner, Albert J.		DI	Dec/83	E		116400	---
	Leech, James W. RRSP		D	-- Jan/84		1	2000	---
	Mann, George S. Unicorp Canada Corporation Limited	1st Pref.	DB	--				
		Common	DB	--	IR1			318207
	Mann, George S. Unicorp Canada Corporation Unicorp Canada Corporation Limited			--	IR1			979110
				Oct/83 Dec/83	1 1	1309653 3654128		2288753 5942891
	Richardson, James A. Bainbridge Investments (Manitoba) Ltd.		D	--				
				Jan/84	1	920		100000
	Skill Resources Ltd.	Class B Pref.		Jan/84		6000		424900
SOBEYS STORES LIMITED	Byars, Nigel F.	Class A Non-Voting	S	Jan/84		100		700
	Murchie, James S.	Class A	DS	Jan/84		200		4600
	McDonald, Robert G.	Subordinate Voting	SI	Dec/83		228		1282
SPAR AEROSPACE LIMITED								
	Perry, Kenneth J.		S	Jan/84			300	1402
	Polansky, Sheldon		S	Jan/84			100	2831

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SPARTON RESOURCES INC	New Venture Equities Ltd.	Common	B	Sept/83		20000		100000
STANDARD OIL COMPANY (INDIANA)	Binzel, Philipp W.	Common	S	--	IR			7710
STRAND OIL & GAS LTD.	Callahan, Ronald E.			Jan/84		460		4744
STREAMSIDE MINES INC	Willmot, Donald G.	Common	DI	Jan/84			20000	---
	Lewis, Elliot A.	Common	DS	Sept/83		18000		18001
	Tayok Investments Limited			Nov/83	1	375000		375000
SUMACH RESOURCES INC.	Fraser, Robert D.	Common	B	--				810000
	Frasco Management Ltd.			Jan/84	1	156000		2163000
TECK CORPORATION	Keevil, Harold B.	Common B	DI	Jan/84 Jan/84		6250	3400	125000
TENNECO INC.	Keevil, Jr. Norman B. MGC Investments Ltd.	Class B	DS	Dec/83 Dec/83	1	17500	55000	35000 238474
	Eickhoff, M. Kathryn ADRS Plan	Common	D	-- Dec/83	1	4		200 20
TERRY GOLD EXPLORATIONS INC.	Tokarsky, John T. Tokarsky Corporate Services Limited	Common	DS	--				120001
				Feb/84	1	1450		1450
TEX-US OIL & GAS INC.	Bidloff, Howard	Common	DS	Jan/84 Jan/84		9000	3000	8000
TEXACO CANADA INC.	Agnew, George H. RRSP	Common	S	Jan/84 Jan/84	1		100 100	300 213
THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED	Meighen, Maxwell C. G.	Common	DS DISI	1983 Jan/84		13921 29167		479679 508846
THOMSON NEWSPAPERS LIMITED	Taylor, John A.		D	--	IR			504
	Peacher, Douglas J.	Class B	D	1983	T	76		26240
	Platten, Donald C.		DI	1983	T	4		130
TIMMINCO LIMITED	Timmins, John T. N. A. Timmins Limited	Class A Pref.	DSB	-- Jan/84			32500	---

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TIMMINCO LIMITED (Continued)	Timmins, John T.	Class B Pref.	DSB	--				
	N. A. Timmins Limited			Jan/84	1		120470	---
	Timmins, John T.	Common	DSB	--				50
TORONTO-DOMINION BANK	N. A. Timmins Limited			Jan/84	1	2268379		7386840
	Campbell, Mona	Common	D	Jan/84	F	2460		19678
	de Grandpre, A. Jean Chodeg Investments Inc.		D	--				
				Jan/84	1	214		15214
	Kissick, William N.		S	Dec/83	F	107		7714
	Lodge, L. K.		D	Jan/84		1398		11177
	McCann, Noel S.		S	Jan/84	F	124		1423
	McDowell, Frederick G.		DS	Jan/84	F	2171		
				Jan/84	T	207		17677
	Pension Fund Society, The of Toronto-Dominion Bank, The			Jan/84		20560		759760
TOTAL PETROLEUM (NORTH AMERICA) LTD.	Scheidt, William C.		S	Dec/83	F	105		
				Jan/84	F	363		3003
	Smith, R. Carl		S	Dec/83		36		285
TRANS-CANADA RESOURCES LTD.				Jan/84		105		390
	Thomson, Kenneth R.		D	Jan/84	F	2712		21690
	Compagnie Francaise Des Petroles	Common	B	Jan/84		6700		9405116
TRANSCANADA PIPELINES LIMITED	Total Eastcan Exploration Ltd.	\$1.8 Cum. Red. Conv. First Pref. Series A	B	Jan/84		4000		98900
	Bell Canada Enterprise Inc.	Common	B	Jan/84	T	305940		19530536
	Kerr, James W. Mrs Ruth E. Kerr		D	Jan/84		132		8245
Latimer, Radcliffe R.			--		1			200
			DS	Jan/84			230	87287
	Steele, A. Russell		S	Dec/83		3086		6086

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRANSCONTINENTAL RESOURCES LIMITED	Milner, John R.	Common	DS	DISI	--			
	Renlim Investments Limited wife			-- Jan/84	1	9000		1015100 88500
TRILON FINANCIAL CORPORATION	Olympia & York Developments Limited	Class A	B	--				
	Olympia & York Holdings Corporation			Jan/84	1	50000	200000	2117000
TRILLIUM TELEPHONE SYSTEMS INC	Olympia & York Developments Limited	Warrants	B	--				
	Olympia & York Holdings Corporation			Jan/84	1			509800
TRIZEC CORPORATION LTD.	Neathway, Graham A. Other Indirect	Special	DS	Jan/84	1	2000		2000 1000
	Wilker, Paul S.		DS	Jan/84		1850		3850
TRITEX PETROLEUM CORP.	Arnold, John M. Montreal Trust Co. Moncal & Co.	Common	S	Jan/84	1		500	---
	Sardachuk, Edmund Montreal Trust PDB Investments Ltd.		DS	Dec/83	G		63580	20800 122500 126330
TUT ENTERPRISES INC	Rash, Mark M. Rash & Co. Limited	Common	B	-- Jan/84	1		12400	318497
	Poulie, Henry	Common	D	--	IR			12000
UNICORP CANADA CORPORATION	Diamond, Allen E. Whitecastle Investments Limited	Class A Common		--				
	Diamond, Allen E. Whitecastle Investments Limited	Class B Pfd.		--	IR1			29278
	Diamond, Allen E. Whitecastle Investments Limited	Class II Pfd. Series A		--	IR1			12200
	Diamond, Allen E. Whitecastle Investments Limited			--	IR1			86258

REPORTING ISSUER UNICORP CANADA CORPORATION (Continued)	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR		SOLD OR		MONTH-END HOLDINGS
						ACQUIRED	DISPOSED	DISPOSED	DISPOSED	
	Dixon, Robert K.	Class II Conv. Preference Series A	DI	--	IR					30000
				Jan/84				30000		---
	Donaldson, Allan J.	.80 Cum. Conv. Class II Pref.	SI	--	IR					32400
				Jan/84				25000		7400
	A.J. Donaldson Associates Ltd.			--	IR1			7000		7000
				Jan/84	1					---
				--	IR1					33333
	A.J.D. Investments Ltd.			Jan/84	1			33000		333
	Gieck, Larry E.	Class II Conv. Preference Series A	DI	--	IR					88513
				Jan/84				35000		53513
	Hockley, Glenn D.		DIS	--	IR			45000		120112
				Jan/84						75112
	Latner, Albert J.	Class II Pref.	D	Dec/83	E	29100				
				Jan/84	E	3000				32100
	Leech, James W.	Class II Series A	DS	Jan/84		7503				7503
	RRSP			Jan/84	1	600				800
	Leech, James W.	Conv. Pref. Class II Series A	DS	--						
	Employee Share Purchase Plan			Jan/84	1	200				200
	Mann, George S.	.80 Cum. Conv. Class II Pref.	SB	Jan/84	E	30022				30022
	Rotman, Joseph L. Roy-L Capital Inc.	Class A	D	-- Feb/84	1			25000		75000
	Rotman, Joseph L. Roy-L Capital Inc.	Class B	D	-- Feb/84	1			25000		75000
	Rotman, Joseph L.	Class II Pref. Series A	D	Jan/84	E	45016				45016
	Roy-L Resources Limited			Jan/84	E 1	131968				131968

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
UNICORP CANADA CORPORATION (Continued)	Schott, Donald K.	Class II Conv. Preference Series A	SI	--	IR			19712
				Jan/84			19200	512
	Shear, Gerald J. Lloydbrook Holdings Ltd	10% Pref. Series C	DI	--				
				--	IR1			3250
	Shear, Gerald J. Lloydbrook Holdings Ltd	Class A Common	DI	--	IR1			3450
UNION GAS LIMITED	Spurgeon, Allan E.	Class II Conv. Preference Series A	SI	--	IR			19200
				Jan/84			19200	---
	Hobbs, John H. R.	Common	S	Nov/83		49		
	Share Ownership Plan			Jan/84		338		
				Feb/84		48		2859
UNITED HEARNE RESOURCES LTD.	Moore, Donald J.		S	Jan/84		16		
	Share Ownership Plan			Jan/84			230	
				Dec/83	1	17		6000
	Findler, Friederich H. ISIP	Common	D	--				311
				Jan/84	1		1000	2000
UNITED STATES STEEL CORPORATION	Hays, Richard M.	Common	S	Jan/84		333		2161
	La Roche, William W.		S	Jan/84		429		1842
	Maczuzak, John A.		SI	1983	T	10		
				Jan/84		281		847
	Tappan, Ronald P.		S	Jan/84		332		782
VAN DERHOUT ASSOCIATES LIMITED	Van Der Hout, John B.	Common	DS	Jan/84		6400		30200
VANGUARD TRUST OF CANADA LIMITED	Bregman, Sidney	Common	D	--				8342
	Bregman Enterprises Limited			--	1			43013
	Hemford Investments Limited			Jul/83	1	16667		16667

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
VICTORIA AND GREY TRUST COMPANY	Victoria and Grey Trustco Limited	Common	B	Jan/84	E	400		9100431
VILLACENTRES LIMITED	Berthelsen, Lee A.	Common	S	Jan/84			35976	---
	Hill, David		S	Jan/84 Jan/84	X	6000	23748	---
	Howard, William A.		D	Jan/84			6120	---
	Laven, David L.		D	Jan/84			617224	---
	Libin, Alvin G. 220482 Investments Ltd.		DSB	-- Jan/84 Jan/84	E 1 E 1	26132	3924032	---
	Libin, Alvin G. 220482 Investments Ltd.	Special	DSB	-- Jan/84 Jan/84	E 1 E 1	21990	3919890	---
WABIGOON RESOURCES LIMITED	Multivest Financial Services Limited	Common	DSB	Jan/84		4400		
				Jan/84			3000	203850
WAITE DUFALT MINES LIMITED	Harrop, Christopher J. F. Canterbury Financial Services Limited	Common	D	-- Jan/84				
				Jan/84	1		22000	45000
WAJAX LIMITED	Saunders, Peter P. Dorfran Investment Ltd. Saunders Investment Limited Mull Investments Ltd.	Common B	D	1983 1983 1983 1983	T T T T	1310 303 3593 870		39472 9112 108224 26219
								12728245
WESTCOAST TRANSMISSION COMPANY LIMITED	Petro-Canada Inc.	Common	B	-- Nov/83	IR M		12728245	---
				Jan/84			66500	1039500
WESTFORT PETROLEUMS LTD.	Belgate Investments Limited	Common						
WESTMIN RESOURCES LIMITED	Mitchell, R. A. Montgomery, Gordon H. Purchase Plan	Common	S DS Jan/84 1983	Jan/84 -- 1983			200 800 710	2806 880 ---
					1			17-Feb-84

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WESTMIN RESOURCES LIMITED (Continued)	Montgomery, Gordon H. Purchase Plan	Common	DS	Jan/84	1		800	1110
GEORGE WESTON LIMITED	Barnes, Ralph S. RRSP	Common	S	Jan/84 --	X 1	300		900 100
WIMBERLEY RESOURCES LTD.	Singer, Irwin	Common	DS	Jan/84 Feb/84			16500 1500	44000
WOODWAY RESOURCES LIMITED	Estate of Elizabeth Eleanor MacLaren	Common		Jan/84	M		2417	66141
ZENMAC EXPLORATIONS LIMITED	Sheridan, John P. Anyox Metals Limited Boston Bay Mines Limited Shield Development Company Limited, The St. Lucie Exploration Company Limited Consolidated Maybrun Mines Limited	Common	B	-- Jan/84 -- -- -- -- --	1 1 1 1 1 1	2000		33800 129000 13000 4000 1000 126900

REPORT UNDER SECTION 113 OF THE ACT

MANAGEMENT COMPANY	SELLER	PURCHASER	DATE OF TRANSACTION	NATURE OF TRANSACTION
PRINCIPAL SECURITIES MANAGEMENT LIMITED	Principal Venture Fund Ltd.	Cormie, Allison B.	Dec. 30, 1983	40 Mutual Fund Shares
"	"	Cormie, Bruce G.	Dec. 19, 1983	868 Mutual Fund Shares
"	"	Cormie, Donald M.	Dec. 15, 1983	18 Mutual Fund Shares
"	"	"	Dec. 14, 1983	537 Mutual Fund Shares
"	"	"	Dec. 30, 1983	80 Mutual Fund Shares
"	"	Cormie, Eivor Emilie	Dec. 5, 1983	10 Mutual Fund Shares
"	"	Lynn Allen Patrick Professional Corporation	Dec. 23, 1983	1079 Mutual Fund Shares
"	"	Mitchell, D. Grant	Dec. 8, 1983	21 Mutual Fund Shares
"	"	"	Dec. 15, 1983	21 Mutual Fund Shares

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Jan. 13, 1984	Canada Life Assurance Company	DEVELCON ELECTRONICS LTD. COMMON SHARES	\$950,000	40,000 shares
Nov. 03, 1983	Bacher, Pauline	FLINT ROCK MINES LIMITED UNITS	2,500	12,500 units
Dec. 02, 1983	Baughman, Scott and Roszell, Lynn Baughman	" "	5,000	25,000 units
Nov. 10, 1983	Coole, Max	" "	1,000	5,000 units
Dec. 07, 1983	Crawford, G. Jeff	" "	1,250	6,250 units
"	Desai, Vincent and Filipetto, Rudolph	" "	"	6,250 "
Dec. 05, 1983	Joyceline Holdings Inc.	" "	2,500	12,500 units
Feb. 02, 1984	Confederation Life Insurance Company	GREYHOUND LINES OF CANADA LTD. 11.75% UNSECURED NOTE DATED FEBRUARY 2, 1984 AND MATURING FEBRUARY 2, 1987	6,000,000	\$6,000,000
Jan. 31, 1984	Nesbitt Thomson Bongard Inc.	IOTECH CORPORATION LTD. SECURED DEMAND DEBENTURE	1,000,000	\$1,000,000
Dec. 15, 1983	Adams, Robert J.	MOVIEMAKERS II - UNITS	14,000	1 units
"	Ainscough, Grant L.	" "	24,000	2 units
"	Amedeo, Richard C.	" "	28,000	2 units
"	Brown, Robert T.	" "	60,000	5 units
"	Brown, Robert T.	" "	70,000	5 units
"	Delong, Ralph E.	" "	14,000	1 units
"	Delong, Ralph E.	" "	36,000	3 units

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Dec. 15, 1983	Desrochers, Leo	MOVIEMAKERS II - UNITS	\$14,000	1 units
"	Forstrum, Sidney W.	"	12,000	1 units
"	Fox, F. Gerald	"	48,000	4 units
"	Hovland, Finn	"	28,000	2 units
"	Hugill, D. Ceri	"	12,000	1 units
"	Johncox, Gary	"	28,000	2 units
"	Krech, Henry A.	"	42,000	3 units
"	Lauritzen, Eric	"	14,000	1 units
"	McLelland, Hugh F.	"	24,000	2 units
"	McLelland, Hugh F.	"	70,000	5 units
"	Millman, John M.	"	14,000	1 units
"	Millman, John M.	"	24,000	2 units
"	Nichols, H. Neil	"	"	2 "
"	Nichols, H. Neil	"	28,000	2 units
"	O'Brien, John J.	"	"	2 "
"	Pick, Peter	"	48,000	4 units
"	Robinson, Leonard	"	24,000	2 units
"	Robinson, Leonard	"	28,000	2 units
"	Sello, Allen R.	"	14,000	1 units
"	Sneddon, Ian D.	"	"	1 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Dec. 15, 1983	Stewart, J. M.	MOVIEMAKERS II - UNITS	\$14,000	1 units
"	Towill, Gordon J.	"	36,000	3 units
"	Whiteside, K. G.	"	24,000	2 units
"	Whiteside, Ken G.	"	28,000	2 units
"	Widdrington, P. N. T.	"	60,000	5 units
"	Widdrington, P.N.T.	"	70,000	5 units
"	Wiewel, Roger N.	"	56,000	4 units
"	Winterton, William	"	36,000	3 units
"	Wloka, Henry G.	"	84,000	6 units
Jan. 19, 1984	London Life Insurance Company	NEW YORK LIFE INSURANCE COMPANY - OBLIGATION TO MAKE MONTHLY PAYMENTS OF \$42,230 FROM APRIL/84 TO JUNE/89	1,969,013	\$1,969,013
Jan. 19, 1984	London Life Insurance Company	NEW YORK LIFE INSURANCE COMPANY - OBLIGATION TO MAKE MONTHLY PAYMENTS FROM FEBRUARY 1, 1984 TO JUNE 1, 1989	1,142,342	\$1,142,342
Jan. 31, 1984	Sun Life Assurance Company of Canada	NORTHERN TELECOM LIMITED COMMON SHARES	463,743	10,336 shares
Feb. 09, 1984	Consumers' Gas Pension Fund, The	NORTHLAND BANK - 12-5/8% SUBORDINATE DEBENTURES DUE FEBRUARY 15, 1989	1,000,000	\$1,000,000
"	Genstar Corporation Retirement Fund	"	500,000	\$500,000
"	Hiram Walker Hourly Pension Fund	"	"	\$500,000

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Feb. 09, 1984	Hiram Walker Salaries Pension Fund	NORTHLAND BANK - 12-5/8% SUBORDINATE DEBENTURES DUE FEBRUARY 15, 1989	\$1,000,000	\$1,000,000
"	Home Oil Company Limited Pension Fund	" "	500,000	\$500,000
"	Kruger Pulp & Paper Pension Fund	" "	1,500,000	\$1,500,000
"	Pension Plan for the Employees fo Concordia University	" "	"	\$1,500,000
"	Retirement Plan for Employees of Canadian Utilities Limited and Participating Companies	" "	1,000,000	\$1,000,000
"	Toronto Transit Commission Pension Fund Society	" "	2,500,000	\$2,500,000
"	University of British Columbia Pension Plan	" "	1,000,000	\$1,000,000
"	University of Toronto 1966 Pension Plan for Members of the Academic and Administrative Staffs	" "	2,500,000	\$2,500,000
"	Woodward Stores Limited Manager's Group Pension and Registered Retirement Savings Plan	" "	1,500,000	\$1,500,000
Dec. 15, 1983	Campbell Resources Inc.	ROYEX STURGEON MINING LIMITED COMMON SHARES	2,612,500	475,000 shares
Dec. 30, 1983	Fruchet Trust	SALAMANDER TRUST - UNITS	100,000	1,000 units

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Feb. 08, 1984	Hayes-Dana Inc.	SIGMA SECURITY INC. - 1984 SCIENTIFIC RESEARCH NOTE, PAYABLE ON DEMAND, BEARING INTEREST AFTER DEFAULT ONLY	\$1,000,000	\$506,000

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE	AMOUNT
Jan. 13, 1984	Nov. 25, 1982	Investors Growth Fund of Canada Ltd.	CANADIAN UTILITIES LIMITED CLASS A SHARES	\$7,812	500 shares
Feb. 09, 1984	Nov. 18, 1982	Mutual Life Assurance Company of Canada	CANADIAN UTILITIES LIMITED CLASS B SHARES	129,360	105,600 shares
Feb. 10, 1984	"	"	"	34,300	2,800 "
Feb. 13, 1984	"	"	"	1,225	100 "
Feb. 14, 1984	"	"	"	15,925	1,300 "
Feb. 15, 1984	"	"	"	30,625	2,500 "
Jan. 30, 1984	Jun. 17, 1983	Manufacturers Life Insurance Company, The	COSTAIN LIMITED COMMON SHARES	144,500	13,600 shares
Feb. 01, 1984	Apr. 21, 1983	Manufacturers Life Insurance Company, The	KEG RESTAURANTS LTD. COMMON SHARES	123,000	20,500 shares
Dec. 30, 1983	Feb. 16, 1981	Investors Group Trust Co. Ltd. A/C 1212	NORTH AMERICAN VENTURES FUND I UNITS	500,000	1 units
Jan. 30, 1984	Jul. 26, 1983	Daly Gordon Securities	REVELSTOKE COMPANIES LTD. COMMON SHARES	448,240	52,000 shares
Jan. 16, 1984	Mar. 10, 1983	Canadian Imperial Bank of Commerce - Pension Fund	WESTMIN RESOURCES LIMITED COMMON SHARES	4,200	300 shares
Jan. 17, 1984	"	"	"	88,200	6,300 "
Jan. 18, 1984	"	"	"	21,000	1,500 "
Jan. 19, 1984	"	"	"	35,000	2,500 "
Jan. 20, 1984	"	"	"	4,200	300 "
Jan. 24, 1984	"	"	"	19,200	1,300 "

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

SELLER	SECURITY	AMOUNT
CEMP Investments Ltd.	CADILLAC FAIRVIEW CORPORATION LIMITED, THE WARRANTS	395,950 Wts.
Scott, Charles R.	BROWN MCDADE RESOURCES LTD. - COMMON SHARES	201,275 shares
CEMP Investments Ltd.	CADILLAC FAIRVIEW CORPORATION LIMITED, THE PREFERRED SERIES A SHARES	3,599,993 "
Faraday Resources Inc.	HYDRA EXPLORATIONS LIMITED - COMMON SHARES	250,000 "
Habstrust Inc.	REVENUE PROPERTIES COMPANY LIMITED CLASS "B" SHARES	94,000 "
Exton, Eric	SEEL MORTGAGE INVESTMENT CORPORATION COMMON SHARES	5,000 "
Estate of Roger Wodrow McCaig, The	TRIMAC LIMITED - COMMON SHARES	50,000 "
Mo-Mac Investments Ltd.	" "	60,000 "

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

9.1.1 CANUC RESOURCES INC.

9.1.2 NEW ARCADIA EXPLORATIONS LTD.

9.1.3 TRANS-CANADA RESOURCES LTD.

TAKE-OVER BIDS, ISSUER BIDS

CANUC RESOURCES INC.
(OFFEROR)

NEW ARCADIA EXPLORATIONS LTD.
(OFFEREE)

ISSUER BID

TRANS-CANADA RESOURCES LTD.

Share Exchange

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
A MAN CALLED INTREPID	FORM 28-ANN. FILING
A.E. LEPAGE CAPITAL PROPERTIES	ACQUISITION REPORT
ABITIBI RESOURCES LTD.	LISTING ON MONTREAL
ABITIBI RESOURCES LTD.	CERTIF. OF MAILING
AGF HITECH FUND LIMITED	IFS 4 MN DE 31 83
AGF MONEY MARKET FUND	IFS 6 MN DE 31 83
AIGUEBELLE RESOURCES INC.	PRESS RELEASE
ALBANY OIL AND GAS LTD.	IFS 6 MN NO 30 83
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALGOMA STEEL CORPORATION LIMITED	PRESS RELEASE
ALGOMA STEEL CORPORATION LIMITED	PRESS RELEASE
ALTAMIRA INCOME FUND	PRELIM. PROSPECTUS
AMAX INC.	PRESS RELEASE
AMERICAN EAGLE PETROLEUMS LIMITED	PRESS RELEASE
AMERICAN EXPRESS COMPANY	PRELIMINARY CONSOLID
AMERICAN EXPRESS COMPANY	DATE OF ANNUAL MEETI
AMERICAN EXPRESS COMPANY	CHANGE DIRECTORS
AMERICAN EXPRESS COMPANY	PRESS RELEASE
AMERICAN LEDUC PETROLEUMS LIMITED	ANNUAL REPORT
AMERICAN LEDUC PETROLEUMS LIMITED	IFS 3 MN NO 30 83
AMERICAN LEDUC PETROLEUMS LIMITED	SHRHLDRS. MTNG. MAT.
AMERICAN TELEPHONE AND TELEGRAPH COMPANY	FORM 8-K
AMERICAN TELEPHONE AND TELEGRAPH COMPANY	QUARTERLY REPORT END
ANGLO ENERGY LIMITED	ANNUAL REPORT
ARROWHEAD RESOURCES LTD. (N.P.L.)	IFS 6 MN OC 31 83
ASSOCIATES CAPITAL CORPORATION	PRIVATE PLACEMENTS
ASTRAL BELLEVUE PATHE INC.	IFS 9 MN NO 26 83
AUTOCROWN CORPORATION LIMITED	CERTIF. OF MAILING
AUTOCROWN CORPORATION LIMITED	SHRHLDRS. MTNG. MAT.
AVCO FINANCIAL SERVICES CANADA LIMITED	PRIVATE PLACEMENTS
B.Y.G. NATURAL RESOURCES INC.	AUD. ANN. FIN. STMT.
BANK OF MONTREAL REALTY FINANCE LTD.	FORM 29 OR ACFC
BANKENO MINES LTD.	RULING/ORDER/REASONS
BARNWELL INDUSTRIES INC.	PRESS RELEASE
BARRICK-CULLATON GOLD TRUST, THE	PROSPECTUS
BARRICK-CULLATON GOLD TRUST, THE	APPENDICES TO PRO.
BAXTER TECHNOLOGIES CORPORATION	PRESS RELEASE
BAXTER TECHNOLOGIES CORPORATION	PRIVATE PLACEMENTS
BAXTER TECHNOLOGIES CORPORATION	PROSPECTUS
BAY MILLS LIMITED	PRESS RELEASE
BBC REALTY INVESTORS	CERTIF. OF MAILING
BEAUTY COUNSELORS INTERNATIONAL INC.	IFS 3 MN NO 30 83
BEAUTY COUNSELORS INTERNATIONAL INC.	CERTIF. OF MAILING
BEECROFT PARTNERSHIP, THE	RULING/ORDER/REASONS
BELL CANADA	PRESS RELEASE
BENVAN HOLDINGS INC.	CERTIF. OF MAILING
BIJOU MINES & OILS LIMITED	FORM 27-MAT. CHANGE

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
BINARY TECHNOLOGY FUNDING INC.	PROSPECTUS
BITECH ENERGY RESOURCES LIMITED	ANNUAL REPORT
BITECH ENERGY RESOURCES LIMITED	IFS 3 MN NO 30 83
BITECH ENERGY RESOURCES LIMITED	SHRHLDRS. MTNG. MAT.
BLYTHWOOD CONSOLIDATED RESOURCES LTD.	CERTIF. OF MAILING
BONANZA RESOURCES LTD.	PRESS RELEASE
BONAVENTURE TECHNOLOGIES INC.	RULING/ORDER/REASONS
BRAMALEA LIMITED	PRIVATE PLACEMENTS
BRANLY ENTERPRISES INC.	RULING/ORDER/REASONS
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	PRESS RELEASE
BRITISH COLUMBIA RESOURCES INVESTMENT	PRESS RELEASE
BRITISH COLUMBIA TELEPHONE COMPANY	IFS 12 MN DE 31 83
C-I-L INC.	PRELIMINARY REPORT E
CABLESHARE INC.	IFS 3 MN NO 30 83
CAE INDUSTRIES LTD.	FINANCIAL RESULTS 9
CAE INDUSTRIES LTD.	PRESS RELEASE
CAL-DATALINE CORPORATION	CERTIF. OF MAILING
CAL-DATALINE CORPORATION	CERTIF. OF MAILING
CAMBRIDGE SHOPPING CENTRES LIMITED	T.S.E. MATERIAL
CAMBRIDGE VENTURE LTD.	PRIVATE PLACEMENTS
CAMCHIB MINES INC.	ADDRESS CHANGE
CAMINDEX MINES LIMITED	PRESS RELEASE
CAMINO GOLD MINES LIMITED	IFS 3 MN NO 30 83
CAMINO GOLD MINES LIMITED	CERTIF. OF MAILING
CAMINO GOLD MINES LIMITED	SHRHLDRS. MTNG. MAT.
CAMINO GOLD MINES LIMITED	LET. TO SHAREHOLDERS
CAMPBELL RESOURCES INC.	ADDRESS CHANGE
CANABEC EXPLORATIONS LTD.	AUD. ANN. FIN. STMT.
CANABEC EXPLORATIONS LTD.	IFS 3 MN DE 31 83
CANABEC EXPLORATIONS LTD.	SHRHLDRS. MTNG. MAT.
CANADA CEMENT LAFARGE LTD.	PRIVATE PLACEMENTS
CANADA NORTHWEST ENERGY LIMITED	ANNUAL REPORT
CANADA NORTHWEST ENERGY LIMITED	PRESS RELEASE
CANADA NORTHWEST ENERGY LIMITED	PRESS RELEASE
CANADA NORTHWEST ENERGY LIMITED	CERTIF. OF MAILING
CANADA NORTHWEST ENERGY LIMITED	SHRHLDRS. MTNG. MAT.
CANADA TRUSTCO MORTGAGE COMPANY	ANNUAL REPORT
CANADA TRUSTCO MORTGAGE COMPANY	SHRHLDRS. MTNG. MAT.
CANADIAN COMMERCIAL BANK	PROSPECTUS
CANADIAN IMPERIAL BANK OF COMMERCE	ANNUAL INFO. FORM
CANADIAN INVESTMENT FUND LTD.	AUD. ANN. FIN. STMT.
CANADIAN PACIFIC ENTERPRISES LIMITED	PRESS RELEASE
CANADIAN TRUSTEED INCOME FUND	IFS 6 MN DE 31 83
CANADIAN UTILITIES LIMITED	PRESS RELEASE
CANADIAN UTILITIES LIMITED	PRESS RELEASE
CANADIAN UTILITIES LIMITED	PRESS RELEASE
CANADIAN UTILITIES LIMITED	PRESS RELEASE
CANUC RESOURCES INC.	PRESS RELEASE

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ISSUER	TITLE
CAPITAL CABLE TV LTD.	ANNUAL REPORT
CAPITAL CABLE TV LTD.	SHRHLDRS. MTNG. MAT.
CAPITAL GROWTH FUND LIMITED	IFS 6 MN NO 30 83
CAPSTONE INVESTMENT TRUST	AUD. ANN. FIN. STMT.
CARA OPERATIONS LIMITED	IFS 9 MN DE 31 83
CARA OPERATIONS LIMITED	PRESS RELEASE
CARTIER RESOURCES INC.	T.S.E. MATERIAL
CB PAK INC.	PRELIM. PROSPECTUS
CELINA RESOURCES INC.	PRESS RELEASE
CENTENNIAL PLACE APARTMENT PROJECT	AUD. ANN. FIN. STMT.
CENTENNIAL PLACE APARTMENT PROJECT	FORM 28-ANN. FILING
CENTRAL FUND OF CANADA LIMITED	CERTIF. OF MAILING
CENTRAL FUND OF CANADA LIMITED	PRESS RELEASE
CHARRIOT RESOURCES LTD.	IFS 3 MN NO 30 83
CHATEAU JANEVILLE APARTMENT PROJECT	IFS 6 MN OC 31 83
CHROMASCO LIMITED	T.S.E. MATERIAL
CHUM LIMITED	IFS 3 MN NO 30 83
CLAREMONT MINES LIMITED	IFS 9 MN NO 30 83
CLAREMONT MINES LIMITED	CERTIF. OF MAILING
CLAUDE RESOURCES INC.	SHRHLDRS. MTNG. MAT.
COBALT PROVINCIAL MINING COMPANY LTD.	FORM 28-ANN. FILING
COHO RESOURCES LIMITED	PRESS RELEASE
COLECO INDUSTRIES, INC.	FORM 8-K
COMINCO LTD.	FINANCIAL RESULTS EN
COMPUTER INNOVATIONS DISTRIBUTION INC.	T.S.E. MATERIAL
CONSOLIDATED DURHAM MINES AND RESOURCES	PRESS RELEASE
CONSOLIDATED NOREX RESOURCES CORP.	ADVANCE NOTICE OF ME
CONSUMERS' GAS COMPANY LTD., THE	FIRST QUARTER OPERAT
CONSUMERS' GAS COMPANY LTD., THE	PRESS RELEASE
CONTINENTAL BANK OF CANADA	ANNUAL REPORT
CONTINENTAL GROUP INC., THE	FORM 8-K
COPCONDA-YORK RESOURCES INC.	FORM 27-MAT. CHANGE
COPP CLARK PITMAN LTD.	IFS 9 MN DE 29 83
CORBY DISTILLERIES LIMITED	IFS 3 MN NO 30 83
CORRIDA OILS LTD.	EXEMPT FINANCING NOT
CORRIDA OILS LTD.	PRIVATE PLACEMENTS
COTTON VALLEY RESOURCES INC.	SHRHLDRS. MTNG. MAT.
CROSS WINDS APARTMENTS, THE	AUD. ANN. FIN. STMT.
CROSS WINDS APARTMENTS, THE	SHRHLDRS. MTNG. MAT.
CROWNX INC. (FORMERLY EXTENDICARE LTD.)	PRESS RELEASE
CULLATON LAKE GOLD MINES LTD.	ADDRESS CHANGE
CUNDILL VALUE FUND LTD.	TWELVE MONTHS ENDED
CURRIE ROSE RESOURCES INC.	IFS 6 MN DE 31 83
D.A. STUART OIL CO., LIMITED	IFS 6 MN NO 30 83
D.A. STUART OIL CO., LIMITED	CERTIF. OF MAILING
DART & KRAFT INC.	PRESS RELEASE
DATATECH SYSTEMS LTD.	ANNUAL REPORT
DATATECH SYSTEMS LTD.	IFS 3 MN NO 30 83

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ISSUER	TITLE
DATATECH SYSTEMS LTD.	SHRHLDRS. MTNG. MAT.
DAVIDSON TISDALE MINES LIMITED	PRESS RELEASE
DENISON MINES LTD.	AUD. ANN. FIN. STMT.
DENISON MINES LTD.	SHRHLDRS. MTNG. MAT.
DEVELCON ELECTRONICS LTD.	PRIVATE PLACEMENTS
DEVELCON ELECTRONICS LTD.	T.S.E. MATERIAL
DIXIE OIL AND GAS CORPORATION	AUD. ANN. FIN. STMT.
DIXIE OIL AND GAS CORPORATION	IFS 3 MN NO 30 83
DIXIE OIL AND GAS CORPORATION	SHRHLDRS. MTNG. MAT.
DOFASCO INC.	EXEMPT FINANCING NOT
DOVE CANADA LIMITED	NOTICE OF MEETING
DOVE PETROLEUM LIMITED	PRESS RELEASE
DOMINION TEXTILE INC.	PRESS RELEASE
DOMTAR INC.	PRESS RELEASE
DOW CHEMICAL COMPANY	T.S.E. MATERIAL
DOW CHEMICAL COMPANY	POST-EFFECTIVE AMEND
DRUG TRADING COMPANY LIMITED	IFS 9 MN NO 30 83
DRUMMOND MCCALL INC.	PRESS RELEASE
DRUMMOND PETROLEUM LTD.	AUD. ANN. FIN. STMT.
DRUMMOND PETROLEUM LTD.	PRESS RELEASE
DUNCAN PARK HOLDINGS CORPORATION	AUD. ANN. FIN. STMT.
DUNCAN PARK HOLDINGS CORPORATION	ANNUAL REPORT
DUNCAN PARK HOLDINGS CORPORATION	SHRHLDRS. MTNG. MAT.
DUPONT CANADA INC.	IFS 12 MN DE 31 83
DUPONT CANADA INC.	PRESS RELEASE
ECHO BAY MINES LTD.	NET EARNINGS ENDED D
ECHO BAY MINES LTD.	PRESS RELEASE
ECHO BAY MINES LTD.	PRESS RELEASE
EDEN ROC MINERAL CORPORATION	BUSINESS REPORT
EDEN ROC MINERAL CORPORATION	PRESS RELEASE
ENFOPRISE I & COMPANY, LIMITED	PRIVATE PLACEMENTS
ETHYL CORPORATION	EARNINGS FOR FOURTH
ETHYL CORPORATION	PRESS RELEASE
EVERGREEN ENERGY RESOURCES LTD.	FORM 27-MAT. CHANGE
FALCONBRIDGE LIMITED	PRELIMINARY REPORT,
FCA INTERNATIONAL LTD.	PRESS RELEASE
FINANCIAL TRUSTCO CAPITAL LTD.	PRESS RELEASE
FINCORP CAPITAL LTD.	CERTIF. OF MAILING
FINCORP CAPITAL LTD.	APPLICATION
FIRST CITY FINANCIAL CORPORATION LTD.	PRESS RELEASE
FOODEX INC.	PRESS RELEASE
FORUM FINANCIAL CORPORATION LIMITED	RULING/ORDER/REASONS
FRANCO-NEVADA MINING CORPORATION LIMITED	IFS 9 MN DE 31 83
G & B AUTOMATED EQUIPMENT LIMITED	PRIVATE PLACEMENTS
G.D.V. INC.	APPLICATION
GAZ METROPOLITAIN, INC.	EXEMPT FINANCING NOT
GBC CAPITAL LTD.	IFS 3 MN DE 31 83
GEDDES RESOURCES LIMITED	EXEMPT FINANCING NOT

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ISSUER	TITLE
GENDIS INC.	T.S.E. MATERIAL
GENERAL LEASEHOLDS LIMITED	PRESS RELEASE
GENSTAR CORPORATION	PRESS RELEASE
GEORGE WESTON LIMITED	DIVIDEND NOTICE
GESCO INDUSTRIES INC.	CERTIF. OF MAILING
GESTION S & E LTEE	RULING/ORDER/REASONS
GHI MORTGAGE INVESTORS	LET. TO SHAREHOLDERS
GLENCAIR RESOURCES INC.	PRESS RELEASE
GOLDALE INVESTMENTS LIMITED	PRIVATE PLACEMENTS
GOLDEN BEAR EXPLORATIONS INC.	AUD. ANN. FIN. STMT.
GOLDEN BEAR EXPLORATIONS INC.	IFS 3 MN OC 31 83
GOLDEN BEAR EXPLORATIONS INC.	SHRHLDERS. MTNG. MAT.
GOLDEN BRIAR MINES LIMITED	FORM 27-MAT. CHANGE
GOLDLUND MINES LIMITED	T.S.E. MATERIAL
GOLDSTALKER RESOURCES LTD.	RULING/ORDER/REASONS
GRAND SAGUENAY MINES & MINERALS LIMITED	LET. TO SHAREHOLDERS
GRANDAD RESOURCES LIMITED	PRESS RELEASE
GRANDMA LEE'S INC.	ANNUAL REPORT
GRANDMA LEE'S INC.	IFS 3 MN SE 30 83
GRANDMA LEE'S INC.	CERTIF. OF MAILING
GRANDMA LEE'S INC.	SHRHLDERS. MTNG. MAT.
GREAT LAKES FOREST PRODUCTS LIMITED	PRESS RELEASE
GROUPED INCOME SHARES LTD.	FOURTH QUARTER REPOR
GUARDIAN CANADIAN FUND	FOURTH QUARTER REPOR
GUARDIAN ENTERPRISE FUND OF CANADA	FOURTH QUARTER REPOR
GUARDIAN GROWTH FUND LIMITED	FOURTH QUARTER REPOR
GUARDIAN NORTH AMERICAN FUND	FOURTH QUARTER REPOR
GUARDIAN PACIFIC RIM CORPORATION	PRELIM. PROSPECTUS
GUARDIAN SHORT TERM MONEY FUND	FOURTH QUARTER REPOR
GUARDIAN TRUSTCO INC.	PRESS RELEASE
GUARDIAN TRUSTCO INC.	FORM 27-MAT. CHANGE
GUARDIAN WORLD EQUITY FUND	FOURTH QUARTER REPOR
GULF & WESTERN INDUSTRIES, INC.	CERTIFICATE OF AMEND
GULF CORPORATION	T.S.E. MATERIAL
GULF OIL CORPORATION	FORM 8-K
HAMMERSON PROPERTY INVES'T & DEVELOP.	PRESS RELEASE
HAMMERSON PROPERTY INVES'T & DEVELOP.	PRESS RELEASE
HARD FEELINGS	FORM 28-ANN. FILING
HARDING CARPETS LIMITED	ANNUAL REPORT
HATLEIGH CORPORATION	PRESS RELEASE
HEES INTERNATIONAL CORPORATION	PRIVATE PLACEMENTS
HIGH PLAINS OIL CORPORATION	PRESS RELEASE
HIGHFIELD PROPERTY INVESTMENTS LTD.	ANNUAL REPORT
HIGHFIELD PROPERTY INVESTMENTS LTD.	IFS 3 MN OC 31 83
HIRAM WALKER RESOURCES LTD.	PRESS RELEASE
HIRAM WALKER RESOURCES LTD.	PRESS RELEASE
HOT TOUCH	FORM 28-ANN. FILING
HUDSON BAY MINING AND SMELTING CO.,	PRESS RELEASE

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ISSUER	TITLE
HUDSON BAY MINING AND SMELTING CO.,	PRESS RELEASE
HUNTERS CREEK RESOURCES LIMITED	IFS 9 MN NO 30 83
IMASCO LIMITED	PRESS RELEASE
IMASCO LIMITED	DIVIDEND NOTICE
IMPERIAL LIFE ASSURANCE COMPANY OF	PRESS RELEASE
IMPERIAL REALTY GROWTH FUND	PROSPECTUS
INCA RESOURCES INC.	AUD. ANN. FIN. STMT.
INCA RESOURCES INC.	SHRHLDRS. MTNG. MAT.
INCO LIMITED	PRESS RELEASE
INCO LIMITED	PRESS RELEASE
INNOPAC INC.	DIVIDEND NOTICE
INTERNATIONAL CORONA RESOURCES LIMITED	PRIVATE PLACEMENTS
INTERNATIONAL PAPER COMPANY	PRESS RELEASE
INVESTORS GROUP, THE	PRESS RELEASE
JAMES MARTIN INVESTMENTS LIMITED	PRIVATE PLACEMENTS
JAMES MARTIN INVESTMENTS LIMITED	OFFERING MEMORANDUM
JARVIS RESOURCES LTD.	IFS 6 MN NO 30 83
JOFFRE RESOURCES LTD.	CHANGE DIRECTORS
JOREX LIMITED	PRESS RELEASE
KARI RESOURCE EXPLORATIONS LIMITED	LETTER OF TRANSMITTA
KEEPRITE INC.	PRESS RELEASE
KERR-MCGEE CORPORATION	PRESS RELEASE
KERR-MCGEE CORPORATION	PRESS RELEASE
LACANA MINING INC.	PRIVATE PLACEMENTS
LAFARGE CORPORATION	PRESS RELEASE
LAFARGE CORPORATION	PRESS RELEASE
LAMBDA MERCANTILE CORPORATION	CERTIF. OF MAILING
LANPAR TECHNOLOGIES INC.	T.S.E. MATERIAL
LAVA CAP RESOURCES LTD.	RULING/ORDER/REASONS
LEHNDORFF CORPORATION	FORM 27-MAT. CHANGE
LEIGH INSTRUMENTS LIMITED	PRESS RELEASE
LENORA EXPLORATIONS LTD.	PRESS RELEASE
LINEAR TECHNOLOGY INC.	EXEMPT FINANCING NOT
LITWIN, FREDRICK A.	RULING/ORDER/REASONS
LOBLAW COMPANIES LIMITED	DIVIDEND NOTICE
LOOSE ENDS	PRIVATE PLACEMENTS
LOOSE ENDS	OFFERING MEMORANDUM
LOUISIANA LAND AND EXPLORATION COMPANY,	CHANGE DIRECTORS
LOVE	FORM 28-ANN. FILING
LYNX-CANADA EXPLORATIONS LTD.	IFS 9 MN NO 30 83
MADISON OILS LIMITED	PRESS RELEASE
MAGNA INTERNATIONAL INC.	DIVIDEND NOTICE
MAGNACON MINES & OILS LIMITED	PRIVATE PLACEMENTS
MARITIME TELEGRAPH & TELEPHONE CO. LTD.	PRESS RELEASE
MARLBOROUGH FUND, THE	PROSPECTUS
MARLBOROUGH FUND, THE	APPENDICES TO PRO.
MASCAN CORPORATION	PRESS RELEASE
MASSEY-FERGUSON LIMITED	PRESS RELEASE

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ISSUER	TITLE
MAYNARD ENERGY INC.	T.S.E. MATERIAL
MCDONALD'S CORPORATION	FORM 8-K FOR JANUARY
MCLEAN BUDDEN POOLED PENSION FUND	PRIVATE PLACEMENTS
MCPHAR INSTRUMENT CORPORATION	T.S.E. MATERIAL
MCPHAR INSTRUMENT CORPORATION	PRIVATE PLACEMENTS
MERIDIAN TECHNOLOGIES INC.	PRESS RELEASE
MERLAND EXPLORATIONS LIMITED	RULING/ORDER/REASONS
MERLAND EXPLORATIONS LIMITED	PRESS RELEASE
MESTON LAKE RESOURCES INC.	FORM 27-MAT. CHANGE
MIDLAND DOHERTY FINANCIAL CORPORATION	PRESS RELEASE
MILLSTREAM MINES LIMITED	SHRHLDRS. MTNG. MAT.
MILNER CONSOLIDATED SILVER MINES LTD.	PRESS RELEASE
MINORCO CANADA LIMITED	PRESS RELEASE
MINORCO CANADA LIMITED	DIVIDEND NOTICE
MIT 84-2	PROSPECTUS
MITEL CORPORATION	PRESS RELEASE
MITEL CORPORATION	PROSPECTUS
MOLSON COMPANIES LIMITED, THE	EXEMPT FINANCING NOT
MOLSON COMPANIES LIMITED, THE	EXEMPT FINANCING NOT
MONARCH INVESTMENTS LIMITED	EXEMPT FINANCING NOT
MOORE CORPORATION LIMITED	DIVIDEND NOTICE
MOUNT WRIGHT IRON MINES COMPANY LIMITED	PRESS RELEASE
NABU NETWORK CORPORATION	T.S.E. MATERIAL
NABU NETWORK CORPORATION	PRIVATE PLACEMENTS
NATIONAL BANK LEASING INC.	AUD. ANN. FIN. STMT.
NATIONAL BANK OF CANADA	ANNUAL REPORT
NATIONAL SEA PRODUCTS LIMITED	PRESS RELEASE
NATIONAL SEA PRODUCTS LIMITED	PRESS RELEASE
NEWFOUNDLAND TELEPHONE COMPANY LIMITED	T.S.E. MATERIAL
NORTHCOR EXPLORATION PROGRAM 1983	PRIVATE PLACEMENTS
NORTHERN TELECOM LIMITED	NOTICE OF MEETING
NORTHERN TELECOM LIMITED	PRIVATE PLACEMENTS
NORTHLAND BANK	RIGHTS OFFERING
NORTHLAND OILS LIMITED	IFS 6 MN NO 30 83
NORTHWEST DRUG COMPANY LIMITED	PRELIM. PROSPECTUS
NOTHING PERSONAL	FORM 28-ANN. FILING
NOVA SCOTIA SAVINGS & LOAN COMPANY	LET. TO SHAREHOLDERS
NOVA SCOTIA SAVINGS & LOAN COMPANY	PRESS RELEASE
NOVA, AN ALBERTA CORPORATION	PRESS RELEASE
NOWSCO WELL SERVICE LTD.	PRESS RELEASE
ONAPING RESOURCES LIMITED	PRESS RELEASE
ORELOCK EXPLORATIONS LIMITED	FORM 27-MAT. CHANGE
PANCANADIAN PETROLEUM LTD.	PRESS RELEASE
PANCONTINENTAL MINING LIMITED	SHRHLDRS. MTNG. MAT.
PANHANDLE EASTERN CORPORATION	LET. TO SHAREHOLDERS
PATHFINDER FINANCIAL CORPORATION	ADDRESS CHANGE
PEGASUS GOLD LTD.	T.S.E. MATERIAL
PENN WEST PETROLEUM LTD.	T.S.E. MATERIAL

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ISSUER	TITLE
PENNANT RESOURCES LIMITED	PRESS RELEASE
PEOPLES JEWELLERS LIMITED	IFS 3 MN NO 26 83
PETROLINE EXPLORERS INC.	FORM 27-MAT. CHANGE
PETROTECH, INC.	PRESS RELEASE
PINE POINT MINES LIMITED	PRESS RELEASE
PLAINS PETROLEUM LIMITED	PRESS RELEASE
PLEXUS RESOURCES CORPORATION	PRIVATE PLACEMENTS
POCO PETROLEUMS LTD.	PROSPECTUS
POMAC MINES LIMITED	FORM 27-MAT. CHANGE
POMINEX LTD.	PRESS RELEASE
POPULAR INDUSTRIES LIMITED	ANNUAL REPORT
POPULAR INDUSTRIES LIMITED	SHRHLDRS. MTNG. MAT.
POPULAR INDUSTRIES LIMITED	CERTIF. OF MAILING
PRAGO RESOURCES & ENERGY INC.	PROSPECTUS
PRAGO RESOURCES & ENERGY INC.	APPENDICES TO PRO.
PRIZE PUZZLE INC.	IFS 6 MN OC 31 83
PRIZE PUZZLE INC.	RULING/ORDER/REASONS
PROVIGO INC.	PRESS RELEASE
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	ANNUAL MEETING DATE
QCTV LTD.	SHRHLDRS. MTNG. MAT.
RAILHEAD RESOURCES INC.	FORM 27-MAT. CHANGE
RAILHEAD RESOURCES INC.	AMENDMENT TO PRO.
RANK ORGANISATION PLC, THE	PRELIMINARY REPORT E
REDPATH INDUSTRIES LIMITED	IFS 3 MN DE 31 83
REDPATH INDUSTRIES LIMITED	REDEMPTION OF PREF.
REED STENHOUSE COMPANIES LIMITED	PRESS RELEASE
RENAISSANCE ENERGY LTD.	PRESS RELEASE
RESOURCE FUND INTERNATIONAL LTD.	PROSPECTUS
RESOURCE SERVICE GROUP LTD.	FORM 27-MAT. CHANGE
REVELSTOKE COMPANIES LTD.	PRIVATE PLACEMENTS
REVENUE PROPERTIES COMPANY LIMITED	T.S.E. MATERIAL
RILEY'S DATASHARE INTERNATIONAL LTD.	IFS 6 MN NO 30 83
RIVERSIDE YARNS LIMITED	RULING/ORDER/REASONS
RMN-1 SMALL BUSINESS DEVELOPMENT	FORM 27-MAT. CHANGE
RMN-1 SMALL BUSINESS DEVELOPMENT	AMENDMENT TO PRO.
RMN-2 SMALL BUSINESS DEVELOPMENT	FORM 27-MAT. CHANGE
RMN-2 SMALL BUSINESS DEVELOPMENT	AMENDMENT TO PRO.
ROYAL BANK REALTY INC.	ANNUAL REPORT
ROYAL GOLD & SILVER CORPORATION	PRESS RELEASE
ROYEX STURGEX MINING LIMITED	FORM 27-MAT. CHANGE
S & E MANAGEMENT LTD.	RULING/ORDER/REASONS
S & E MANAGEMENT LTD.	APPLICATION
SANDY CAY RESOURCES INC.	PRELIM. PROSPECTUS
SANFRED RESOURCES LTD.	IFS 6 MN NO 30 83
SCARBORO RESOURCES LIMITED	LET. TO SHAREHOLDERS
SCARBORO RESOURCES LIMITED	PRESS RELEASE
SCURRY-RAINBOW OIL LIMITED	PRESS RELEASE
SEAGRAM COMPANY LTD.	PRESS RELEASE

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ISSUER	TITLE
SEAGRAM COMPANY LTD.	DIVIDEND NOTICE
SELKIRK COMMUNICATIONS LIMITED	T.S.E. MATERIAL
SHADOWFAX RESOURCES LTD.	PRESS RELEASE
SHADOWFAX RESOURCES LTD.	EXEMPT FINANCING NOT
SHAWNEE PETROLEUMS LIMITED	T.S.E. MATERIAL
SHELL CANADA LIMITED	PRELIMINARY REPORT E
SHELTER OIL AND GAS LTD.	EXEMPT FINANCING NOT
SHELTER OIL AND GAS LTD.	EXEMPT FINANCING NOT
SHEPHERD PRODUCTS LIMITED	T.S.E. MATERIAL
SHERRITT GORDON MINES LIMITED	CONSOLIDATED EARNING
SHIPPING CORPORATION OF NEW ZEALAND	IFS 3 MN NO 30 83
SIENNA RESOURCES LIMITED	PRESS RELEASE
SIENNA RESOURCES LIMITED	PRESS RELEASE
SIGMA MINES (CANADA) LTD.	MERGER-AMALGAMATION
SILENCE OF THE NORTH	IFS 9 MN SE 30 83
SILENCE OF THE NORTH	FORM 28-ANN. FILING
SILKNIT LIMITED	PRESS RELEASE
SILVERTON RESOURCES LTD.	IFS 3 MN NO 30 83
SIMPSONS-SEARS LIMITED	PRESS RELEASE
SIMPSONS-SEARS LIMITED	PRESS RELEASE
SOGEPEL LIMITED	FOURTH QUARTER REPOR
SOUTHWIND RESOURCE EXPLORATIONS LIMITED	PRESS RELEASE
SPAR AEROSPACE LIMITED	EXEMPT FINANCING NOT
SPAR AEROSPACE LIMITED	EXEMPT FINANCING NOT
SPAR AEROSPACE LIMITED	PRESS RELEASE
SPAR AEROSPACE LIMITED	T.S.E. MATERIAL
SPAR AEROSPACE LIMITED	EXEMPT FINANCING NOT
SPAR AEROSPACE LIMITED	EXEMPT FINANCING NOT
STANDARD TRUST COMPANY	AUD. ANN. FIN. STMT.
STANDARD TRUST COMPANY	SHRHLDRS. MTNG. MAT.
STANDARD TRUSTCO LIMITED	ANNUAL REPORT
STANDARD TRUSTCO LIMITED	SHRHLDRS. MTNG. MAT.
STANLEY REEF RESOURCES LTD.	PRELIM. PROSPECTUS
STORIMIN EXPLORATION LIMITED	PRELIM. PROSPECTUS
STRATHCONA RESOURCE INDUSTRIES LTD.	PRESS RELEASE
STRATHEARN HOUSE GROUP LIMITED	SHRHLDRS. MTNG. MAT.
SULLIVAN MINES INC.	NAME CHANGE
SULLIVAN MINES INC.	ADDRESS CHANGE
SULLIVAN RESOURCES LTD.	ANNUAL REPORT
SULLIVAN RESOURCES LTD.	IFS 3 MN NO 30 83
SUPERIOR ACCEPTANCE CORPORATION LIMITED	PRESS RELEASE
SUPERIOR OIL COMPANY	PRESS RELEASE
SUPERPOSTERS-A PARTNERSHIP	PRIVATE PLACEMENTS
SUPERPOSTERS-A PARTNERSHIP	OFFERING MEMORANDUM
SYNERLOGIC INC.	PRIVATE PLACEMENTS
SYSTEMHOUSE LTD.	ANNUAL REPORT
SYSTEMHOUSE LTD.	IFS 3 MN NO 30 83
SYSTEMHOUSE LTD.	PRESS RELEASE

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ISSUER	TITLE
SYSTEMHOUSE LTD.	SHRHLDRS. MTNG. MAT.
TECK CORPORATION	T.S.E. MATERIAL
TECK CORPORATION	PRIVATE PLACEMENTS
TEMAGAMI OIL & GAS LTD.	IFS 6 MN NO 30 83
TERRAMAR RESOURCES CORP.	LET. TO SHAREHOLDERS
THORNCREST EXPLORATIONS LIMITED	IFS 9 MN SE 30 83
TIMMINCO LIMITED	NAME CHANGE
TOTAL PETROLEUM (NORTH AMERICA) LTD.	PRESS RELEASE
TRADERS GROUP LIMITED	AUD. ANN. FIN. STMT.
TRADERS GROUP LIMITED	SHRHLDRS. MTNG. MAT.
TRADEX INVESTMENTS FUND LIMITED	ANNUAL REPORT
TRANS-WESTERN EXPLORATION, INC.	T.S.E. MATERIAL
TRANSALTA RESOURCES CORPORATION	T.S.E. MATERIAL
TRANSCANADA PIPELINES LIMITED	PRESS RELEASE
TRIMAC LIMITED	EXEMPT FINANCING NOT
TRINITY RESOURCES LTD.	PRESS RELEASE
TRISOLARCORP.	PRELIM. PROSPECTUS
TRITEX PETROLEUM CORP.	LET. TO SHAREHOLDERS
TRIZEC CORPORATION LTD.	PRIVATE PLACEMENTS
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TRIZEC CORPORATION LTD.	PRIVATE PLACEMENTS
TRUST GENERAL DU CANADA	SHRHLDRS. MTNG. MAT.
TURBO RESOURCES LIMITED	PRESS RELEASE
TURBO RESOURCES LIMITED	RULING/ORDER/REASONS
TURBO RESOURCES LIMITED	APPLICATION
TUT ENTERPRISES INC.	APPLICATION
TWIN RICHFIELD OILS LTD.	LET. TO SHAREHOLDERS
UAP INC.	PRESS RELEASE
UNERGIE INC.	CERTIF. OF MAILING
UNICAN SECURITY SYSTEMS LTD.	T.S.E. MATERIAL
UNICORP CANADA CORPORATION	PRESS RELEASE
UNICORP CANADA CORPORATION	TAKEOVER/FORM 35
UNICORP CANADA CORPORATION	PRESS RELEASE
UNITED CORPORATIONS LIMITED	IFS 9 MN DE 31 83
UNITED VENTURE FUND LTD.	ANNUAL REPORT
UNITED VENTURE FUND LTD.	SHRHLDRS. MTNG. MAT.
UTILITIES & FUNDING CORPORATION LIMITED	IFS 3 MN DE 31 83
VENCAP EQUITIES LTD.	PRESS RELEASE
VESTGRON MINES LIMITED	PRESS RELEASE
VS SERVICES LTD.	PRESS RELEASE
VULCAN INDUSTRIAL PACKAGING LIMITED	PRIVATE PLACEMENTS
VULCAN INDUSTRIAL PACKAGING LIMITED	PRESS RELEASE
WADDY LAKE RESOURCES INC.	PRESS RELEASE
WAJAX LIMITED	DIVIDEND NOTICE
WARDAIR INTERNATIONAL LTD.	PRESS RELEASE
WARDAIR INTERNATIONAL LTD.	CERT. OF CONTINUANCE
WATERFORD HOUSE	IFS 3 MN OC 31 83
WATERFORD HOUSE	RULING/ORDER/REASONS

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
WATSON LAKE MINES LIMITED	PRELIM. PROSPECTUS
WESTAR MINING LTD.	PRESS RELEASE
WESTAR MINING LTD.	PRESS RELEASE
WESTLEY MINES LIMITED	PRIVATE PLACEMENTS
WHARF RESOURCES LTD.	PRIVATE PLACEMENTS
WIC WESTERN INTERNATIONAL COMMUNICATIONS	PRESS RELEASE
WILCO MINING COMPANY LIMITED	SHRHLDRS. MTNG. MAT.
WILLIAM MOSGROVE TOWER APARTMENT PROJECT	AUD. ANN. FIN. STMT.
WILLIAM MOSGROVE TOWER APARTMENT PROJECT	SHRHLDRS. MTNG. MAT.
YORBEAU MINES INC.	IFS 6 MN JE 30 83
YORKSHIRE TRUST COMPANY	T.S.E. MATERIAL
YORKSHIRE TRUST COMPANY	T.S.E. MATERIAL
YRI YORK LIMITED	SALE OF STEEL DISTB.

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CHAPTER 11
NEW ISSUE AND SECONDARY FINANCING

11.1 RIGHTS OFFERING

11.1.1 SORREL RESOURCES LTD.

February 8, 1984

Sorrel Resources Ltd.

Material acceptable to the Commission was filed on February 8, 1984 pursuant to sections 34(1)14 and 71(1) (h) of the Securities Act (Ontario).

11.2 PRELIMINARY PROSPECTUSES CLOSED

11.2.1 WARDAIR INTERNATIONAL LTD.

February 7, 1984

Wardair International Ltd.

Class A Non-voting Shares and Warrants

The preliminary prospectus dated November 10, 1983 filed by Wardair International Ltd., has been closed pursuant to section 27(1)2 of the Regulation under the Securities Act (Ontario).

11.2.2 WARDAIR INTERNATIONAL LTD.

February 7, 1984

Wardair International Ltd.
Convertible Secured Debentures

The preliminary prospectus dated November 10, 1983 filed by Wardair International Ltd., has been closed pursuant to section 27(1)2 of the Regulation under the Securities Act (Ontario).

CHAPTER 12
REGISTRATIONS

12.1 REGISTRATIONS

12.1.1 SECURITIES

REGISTRATIONS
SECURITIES

SECURITY ISSUER

Cane Resources Ltd.,
111 Richmond St. West,
Suite 908,
Toronto, Ontario,
M5H 2G4.
(effective February 7, 1984)
New Registration

ORDER EXECUTION ACCESS DEALER

The Toronto Dominion Bank,
9th Floor,
Toronto Dominion Bank Tower,
Toronto Dominion Centre,
Toronto, Ontario,
M5K 1A2.
(effective February 10, 1984)
New Registration.

CHAPTER 25
OTHER INFORMATION

25.1 TRANSFER WITHIN ESCROW

25.1.1 CHESTER MINERALS LIMITED

February 8, 1984

Chester Minerals Limited

The Commission hereby consents to the physical transfer of 675,000 escrowed shares of Chester Minerals Limited and the change of escrow agent from Sterling Trust Corporation to National Trust Company, Limited.

The 675,000 escrowed shares are to be held by National Trust Company under the same terms and conditions as previously agreed to by Sterling Trust.

ONTARIO SECURITIES COMMISSION
CORPORATE FINANCE BRANCH

STATISTICS OF FILINGS 1983-84

Comparative monthly and cumulative dollar value
of financial filings accepted January, 1984
(IN \$000'S)

PROSPECTUSES INCLUDING SHORT FORMS *	MONTH						CUMULATIVE	
	1983		1984		1983		1984	
	Equity	Debt	Equity	Debt	Equity	Debt	Equity	Debt
Bank	35,000	-	305,000	-	35,000	-	305,000	-
Film	-	-	-	-	-	-	-	-
Finance	-	-	-	-	-	-	-	-
Industrial	276,059	-	102,125	-	276,059	-	102,125	-
M.U.R.B.	-	-	-	-	-	-	-	-
Natural Resource	700	-	3,198	-	700	-	3,198	-
- Mining - Junior	-	-	-	-	-	-	-	-
- Mining - Other	-	-	-	-	-	-	-	-
- Oil & Gas - Junior	1,440	-	1,185	-	1,440	-	1,185	-
- Oil & Gas - Other	103,100	-	-	-	103,100	-	-	-
Oil & Gas Program	-	-	-	-	-	-	-	-
S.B.D.C.	-	-	19,475	-	-	-	19,475	-
Miscellaneous	-	-	27,200	-	-	-	27,200	-
Sub Total	416,299	-	458,183	-	416,299	-	458,183	-
EXCHANGE OFFERING PROSPECTUSES	-	-	-	-	-	-	-	-
Industrial	-	-	-	-	-	-	-	-
Natural Resource	-	-	-	-	-	-	-	-
- Mining - Junior	-	-	-	-	-	-	-	-
- Mining - Other	-	-	-	-	-	-	-	-
- Oil & Gas - Junior	-	-	-	-	-	-	-	-
- Oil & Gas - Other	-	-	-	-	-	-	-	-
Sub Total	-	-	-	-	-	-	-	-
EXEMPT FINANCINGS	-	-	-	-	-	-	-	-
Form 20	460,137	85,353	537,387	172,900	460,137	85,353	537,387	172,900
Form 21	512	2,678	7,677	-	512	2,678	7,677	-
Sub Total	460,649	88,031	545,064	172,900	460,649	88,031	545,064	172,900
TOTAL	876,948	88,031	1,003,247	172,900	876,948	88,031	1,003,247	172,900
*	-	-	16,445	-	-	-	16,445	-

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175 Bedford Road,
Toronto, Ontario
M5R 2L2
(416) 964-9515

FIRST CLASS MAIL

FEBRUARY 24, 1984

VOLUME 7 #8/84

OSC BULLETIN

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administers the Securities Act of Ontario
(R.S.O. 1980, c. 466) and the Commodity Futures
Act of Ontario (R.S.O. 1980, c. 78).

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THE ONTARIO SECURITIES COMMISSION

OSC BULLETIN

VOLUME 7 #08/84

FEBRUARY 24, 1984

THE ONTARIO SECURITIES COMMISSION
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CHAPTER 1

NOTICES/PRESS RELEASES

1.1 FINANCIAL DISCLOSURE ADVISORY BOARD SECTION 4(1)

FINANCIAL DISCLOSURE ADVISORY BOARD SECTION 4 (1) OF THE SECURITIES ACT

1. The term of office of Messrs. K.S. Gunning, FCA, and A.J. Dilworth, FCA, expired in June 1983 and 31 December 1983 respectively.

Mr. Gunning served on the Board since 1977 and resigned from the Board upon transfer to the Vancouver office of his firm.

Mr. Dilworth served on the Board since 1977, for the last several years as Chairman of the Board.

The Commission wishes to thank Messrs. Dilworth and Gunning for the time and expertise which they made available to the Commission during their service on the Board.

2. Pursuant to sec.4 (1) of the Securities Act, the following appointments were made to the Financial Disclosure Advisory Board.

(i) Mr. P. Howard Lyons, FCA, was designated Chairman of the Board. Mr. Lyons is continuing member of the Board and succeeds Mr. Dilworth as Chairman.

(ii) Mr. William R. Sloan, FCA, was appointed for a term to expire 31 December 1986.

Mr. Sloan is Director, Accounting and Audit Practice for Canada for Arthur Andersen & Co. He is also chairman of the firm's Accounting Principles and Auditing Standards Committee, and a member of the Professional Standards Committee of the international organization of Arthur Andersen & Co.

(iii) Mr. David Knight, CA, was appointed for a term to expire 31 December 1986.

Mr. Knight is Partner-in-Charge, Professional Practise (Audit) at Peat, Marwick, Mitchell & Co. In this capacity, he has national responsibility for direction and oversight of accounting and auditing standards at Peat, Marwick, Mitchell & Co.

The Commission and the staff of the Commission welcome Messrs. Sloan and Knight to the Board, and thank Mr. Lyons for agreeing to serve as Chairman of the Board.

1.2 PRESS RELEASES

1.2.1 OAKWOOD PETROLEUMS LTD.

February 21, 1984.

MARCH 1, 1984 HEARING - OAKWOOD PETROLEUMS LTD.

The Ontario Securities Commission will hold a hearing Thursday, March 1, 1984 at 11 a.m. to determine if it is in the public interest to deny to Oakwood Petroleum Ltd. the exemption contained in section 71(1)(g) of the Ontario Securities Act in relation to a proposed distribution by Oakwood Petroleum of securities of its former 65% owned subsidiary, American Oakwood Energy Ltd. The exemption permits an issuer to distribute the securities of another issuer owned by it to its own securityholders as a dividend in specie.

On December 20, 1983, Oakwood Petroleum declared a dividend in specie of approximately 12.3 million common shares of American Oakwood Energy Ltd. to the holders of class A and common shares of Oakwood Petroleum of record December 30, 1984. The date for distribution of the shares was announced as January 30, 1984. Oakwood Petroleum deferred delivery of the dividend at the request of the Ontario Securities Commission.

1.3 CAMBRIDGE COMMODITIES INC./MADUFF & SONS, INC.

IN THE MATTER OF THE COMMODITY FUTURES ACT
R.S.O. 1980, CHAPTER 78

AND

IN THE MATTER OF CAMBRIDGE COMMODITIES INC.

AND

MADUFF & SONS, INC.

NOTICE OF HEARING
(Section 24(1))

TAKE NOTICE that the Ontario Securities Commission will hold a hearing pursuant to section 24(1) of the Commodity Futures Act, R.S.O. 1980, c.78 (the "Act") at its offices on the 18th Floor, 20 Queen Street West, Toronto, Ontario, on Thursday, the 1st day of March, 1984, at 10:00 o'clock in the forenoon, or so soon thereafter as the hearing can be held, to consider whether it is in the public interest to order pursuant to section 24(1) of the Act that the registration of Cambridge Commodities Inc. ("Cambridge") as Introducing Broker and the registration of Maduff & Sons, Inc. ("Maduff") as Non-resident Carrying Broker should be suspended, cancelled or restricted or whether terms and conditions should be imposed upon the said registrations by reasons of the following allegations.

1) Maduff currently holds registration under the Act as dealer in the category of Non-resident Carrying Broker.

2) Cambridge currently holds registration under the Act as dealer in the category of Introducing Broker, and acts as Introducing Broker for Maduff.

3) Cambridge has informed the Commission staff that Maduff has ceased to be in business.

4) It is not in the public interest that a non-resident carrying broker who has ceased to be in business and can therefore not meet its obligations to the public or to its introducing broker hold registration under the Act.

5) It is not in the public interest that an introducing broker whose non-resident carrying broker has ceased to be in business hold registration under the Act.

AND TAKE NOTICE that any party to the proceedings may be represented by counsel of his choice at the hearing if he attends or submits evidence thereat.

AND TAKE NOTICE that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in his absence and he is not entitled to any further notice in the proceedings.

February 17th, 1984.

"Julie-Luce B. Farrell"

1.4 OAKWOOD PETROLEUMS LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF OAKWOOD PETROLEUMS LTD.

NOTICE OF HEARING
(Section 124)

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 124(1) of the Securities Act, R.S.O. 1980, c.466 (the "Act") at its offices at 20 Queen Street West, Toronto on Thursday the 1st day of March, 1984 at 2:00 o'clock in the afternoon, or so soon thereafter as the hearing can be held to consider whether it is in the public interest to order pursuant to section 124(1) of the Act that the exemption contained in subsection 71(1)(g) not apply in relation to the distribution of a dividend in specie (the "Dividend Transaction") which was declared by Oakwood Petroleum Ltd. ("Oakwood") on the 20th December, 1983, by reason of the following allegations:

1. Oakwood is incorporated under the Canada Business Corporations Act and its shares are listed and posted for trading on the Toronto Stock Exchange, the Alberta Stock Exchange and the Montreal Exchange.
2. Oakwood is a reporting issuer under the Act.
3. American Oakwood Energy Ltd. ("American Oakwood") as at December 19, 1983 was a 65% owned subsidiary of Oakwood and is also a reporting issuer under the Act.
4. American Oakwood is incorporated under the Companies Act of Alberta and its shares are listed and posted for trading on the Alberta Stock Exchange.
5. On the 20th of December, 1983, by private placement, Oakwood subscribed for 8,720,695 common shares of American Oakwood at an issue price of \$0.12 per share for a total consideration of approximately one million dollars, (the "Placement").
6. On the 20th of December, 1983, Oakwood agreed to accept 2,847,192 Convertible Preferred Shares, Series "A" of American Oakwood in settlement of approximately 28.5 million dollars of debt due by American Oakwood to Oakwood.
7. Following the Placement, Oakwood was the owner of a total of 12,359,010 shares of a total of 14,318,102 or 86% of the issued shares of American Oakwood.
8. On the 20th of December, 1983, Oakwood declared a dividend in specie of all of the 12,359,010 American Oakwood shares owned by it to its common shareholders and its Class "A" non-voting shareholders. The dividend in specie was payable on a one for one basis to each such shareholder of record December 30, 1983.

9. A Telex was sent to the Ontario, Alberta and Montreal Stock Exchanges on December 20, 1983 and a material change report dated December 30, 1983 was issued and filed by Oakwood on January 3, 1984 with the Commission.
10. The subscription for the additional shares of American Oakwood (8,720,695) was carried out pursuant to the exemption contained in Clause 71(1)(d) of the Act and the dividend was declared and made payable pursuant to the exemption contained in Clause 71(1)(g) of the Act.
11. The material published and filed by American Oakwood in purported compliance with the provisions of section 74 of the Act failed to fully disclose and describe the material change which had occurred in the business operations and capital of American Oakwood.
12. That it is not in the public interest that the exemption defined in subsection 71(1)(g) be employed to make a distribution of a number of shares which represent approximately 86% of the issued shares of American Oakwood unless such distribution is made to a marketplace which has available current information as to the business and affairs of the issuer whose securities are being distributed.
13. American Oakwood has failed to provide sufficient information as to the identity of the person or persons who will control American Oakwood or manage its business and affairs.
14. That it is not in the public interest that the exemption in clause 71(1)(g) of the Act be used to effect a distribution of Treasury shares of American Oakwood in the guise of a dividend in specie.

AND TAKE NOTICE that any party to the proceedings may be represented by counsel of his choice at the hearing if he attends or submits evidence thereat.

AND TAKE NOTICE that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in his absence and he is not entitled to any further notice in the proceedings.

February 24th, 1984.

"Julie-Luce B. Farrell"

CHAPTER 2

DECISIONS, ORDERS AND RULINGS

2.1 AARDMORE HOLDINGS INC./PETROHUNTER ENERGY, INC.

Headnote

Section 73 - Concurrent transfer to purchaser from controlling shareholder and its wholly owned subsidiary

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF AARDMORE HOLDINGS INC.

AND

IN THE MATTER OF PETROHUNTER ENERGY, INC.

RULING (Section 73)

UPON the application of Enercan Holdings Limited ("Enercan") to the Ontario Securities Commission (the "Commission") for a ruling under section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that the transfer of 3,000 Class "A" Preferred Shares Series I of Aardmore Holdings Inc. ("Aardmore") from Petrohunter Energy, Inc. to Enercan is not subject to section 24 or 52 of the Act;

AND UPON it being represented to the Commission that:

- (a) Aardmore is an Alberta corporation, is not a reporting issuer under the Act, and has issued capital of 17,835,375 Common Shares and 3,000 Class "A" Preferred Shares Series I;
- (b) Petrohunter Energy, Inc. is a wholly owned subsidiary of Petrohunter Energy Ltd.;
- (c) Enercan has entered into an agreement with Petrohunter Energy Ltd. and Petrohunter Energy, Inc., dated January 18, 1984, (the "Agreement") whereunder on or about February 15, 1984, Enercan will purchase 13,735,629 Common Shares of Aardmore (the "Common Shares") from Petrohunter Energy

Ltd. at an acquisition cost of \$148,427.00 and 3,000 Class "A" Preferred Shares Series I of Aardmore from Petrohunter Energy, Inc. at an acquisition cost of \$36,573.00;

- (d) the transfer of the Common Shares from Petrohunter Energy Ltd. may take place pursuant to the exemptions in clause 34(1)5 and subsection 71(1)d of the Act;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED that the transfer of the 3,000 Class "A" Preferred Shares Series I of Aardmore from Petrohunter Energy, Inc. to Enercan pursuant to the Agreement is not subject to sections 24 or 52 of the Act, provided that:

1. the transfer of the Common Shares from Petrohunter Energy Ltd. to Enercan takes place concurrently; and
2. for all purposes of the Act and the regulations, Enercan shall be deemed to have acquired the 3,000 Class "A" Preferred Shares Series I pursuant to the exemptions in clause 34(1)5 and subsection 71(1)d of the Act.

February 15, 1984.

"David C. A. Stanley"

"J. W. Blain"

2.2 ROYAL COUGAR SERVICES INC.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF ROYAL COUGAR SERVICES INC.

RULING
(Section 73)

UPON the application of Royal Cougar Services Inc. ("Royal Cougar") to the Ontario Securities Commission (the "Commission") pursuant to section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") for a ruling that the proposed issue, trade or distribution of Receipts evidencing ownership interests in bonds, debentures or other evidences of indebtedness of or guaranteed by the Government of Canada or any province of Canada or by the Government of the United Kingdom or any foreign country or any political subdivision thereof including interest payable thereon ("Exempt Securities"), are not subject to sections 24 and 52 of the Act;

AND UPON the Commission being satisfied so to rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED that the issue, trade or distribution by Royal Cougar directly or through agents of Receipts evidencing ownership interests in Exempt Securities are not subject to sections 24 or 52 of the Act, provided that:

1. both the form of application for and the form of each Receipt are satisfactory to the Commission;
2. the issuer of each Receipt (the "Depository") is a trust corporation registered and in good standing under the Loan and Trust Corporations Act, R.S.O. 1980, c. 249 acceptable to the Director;
3. both the application and the Receipt clearly indicate (a) the Depository is not insured by the Canada Deposit Insurance Corporation with respect to the Exempt Security referred to in the Receipt, and (b) the holder of the Receipt is not entitled to receive from the Depository in specie the Exempt Security or any part or component thereof;
4. the Depository always holds under its sole control and free and clear of all encumbrance Exempt Securities which will enable it to pay to the bearer or holder of each Receipt issued by it upon maturity of the Exempt Security with respect to which the Receipt was issued the moneys which the Depository is entitled to receive upon such Security;
5. each Receipt which is in fully registered form is fully assignable by the registered holder thereof and the Depository will maintain transfer facilities which will enable each assignee to become the registered holder of the Receipt or a replacement Receipt upon the fulfilment of reasonable conditions and the payment of a reasonable charge; and

6. the Depositary will upon fulfilment of reasonable conditions and the payment of a reasonable charge subdivide each Receipt either in fully registered form or in bearer form.

February 10, 1984.

"Keith E. Boast"

"J. W. Blain"

2.3 FIRST CITY REALFUND

Headnote

section 61(5) - mutual fund refiling for first time - time for filing pro forma prospectus extended

section 140 - previous section 73 ruling varied to extend its life in expectation of amendments to the Act.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF FIRST CITY REALFUND

ORDER
(Sections 61(5) and 140)

UPON the application of First City RealFund ("RealFund") to the Ontario Securities Commission (the "Commission") for orders pursuant to subsection 61(5) and section 140 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") with respect to trades in units of RealFund;

AND UPON reading the application and the recommendations of the staff of the Commission;

AND UPON it appearing to the Commission that the lapse date for the purposes of the Act of the prospectus (the "Prospectus") of RealFund dated January 31, 1983 was November 12, 1983;

AND UPON being of the opinion that to make this order would not be prejudicial to the public interest;

IT IS ORDERED, pursuant to subsection 61(5) of the Act, that the times provided by subsection 61(2) of the Act as they apply to the distribution pursuant to the Prospectus are extended to be the times that they would be if the lapse date of the Prospectus were February 15, 1984;

AND UPON the Commission having granted a ruling (the "Ruling") pursuant to section 73 of the Act dated January 21, 1983, providing that trades of units of RealFund were not subject to section 24 of the Act subject to certain terms and conditions;

AND UPON the Commission being of the opinion that to vary the Ruling would not be prejudicial to the public interest;

IT IS ORDERED, pursuant to section 140 of the Act, that the Ruling be varied by replacing the words "February 15, 1984" which appears in subparagraph 5(a) thereof with the words "June 30, 1984" and by adding thereto the following paragraph:

"6. Each purchaser of units of RealFund receives before the date the agreement of purchase and sale is binding upon such purchaser written notice that units of RealFund are not 'deposits' within the meaning of the Canada Deposit Insurance Corporation Act (Canada) and are not insured under the provisions of that Act or any other legislation".

February 15, 1984.

"Peter J. Dey"

"J. W. Blain"

2.4 AUSNORAM HOLDINGS LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF AUSNORAM HOLDINGS LIMITED

ORDER
(Section 79(b) (iii))

UPON the application, received and perfected January 16, 1984, of AUSNORAM HOLDINGS LIMITED (the "Issuer"), a company incorporated under the laws of Ontario to the Ontario Securities Commission (the "Commission") for an order pursuant to section 79(b) (iii) of the Securities Act, R.S.O. 1980, c.466, (the "Act") and Commission Policy 2.6 exempting the Issuer from the requirements of sections 76 and 78 of the Act;

AND UPON being satisfied that to do so would not be prejudicial to the public interest and that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to section 79(b) (iii) of the Act that the Issuer be and hereby is exempted from the requirement to file pursuant to section 76 and from the requirement to send pursuant to section 78 of the Act, interim financial statements for each of the first and third quarters of each of its financial years provided that:

1. By a vote, taken annually, of the security holders of the Issuer entitled to vote, a majority of the votes cast shall approve of this exemption, but the results of such votes, in any case, shall be reported to the Commission in writing within ten business days of the taking thereof;
2. This exemption shall terminate forthwith after the occurrence of a material change in the affairs of the Issuer unless the Commission is satisfied that the exemption should continue.

February 14th, 1984.

"Frank Iacobucci"

"J. W. Blain"

2.5 COTTON VALLEY RESOURCES INC.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF COTTON VALLEY RESOURCES INC.

ORDER
(Section 79(b)(iii))

UPON the application, received and perfected January 17, 1984, of COTTON VALLEY RESOURCES INC. (the "Issuer"), a company continued under the laws of British Columbia to the Ontario Securities Commission (the "Commission") for an order pursuant to section 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466, (the "Act") and Commission Policy 2.6 exempting the Issuer from the requirements of sections 76 and 78 of the Act;

AND UPON being satisfied that to do so would not be prejudicial to the public interest and that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to section 79(b)(iii) of the Act that the Issuer be and hereby is exempted from the requirement to file pursuant to section 76 and from the requirement to send pursuant to section 78 of the Act, interim financial statements for each of the first and third quarters of each of its financial years provided that:

1. By a vote, taken annually, of the security holders of the Issuer entitled to vote, a majority of the votes cast shall approve of this exemption, but the results of such votes, in any case, shall be reported to the Commission in writing within ten business days of the taking thereof;
2. This exemption shall terminate forthwith after the occurrence of a material change in the affairs of the Issuer unless the Commission is satisfied that the exemption should continue.

February 14, 1984.

"Frank Iacobucci"

"J. W. Blain"

2.6 STANDARD INDUSTRIES LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT,
R.S.O. 1980, C.54

AND

IN THE MATTER OF STANDARD INDUSTRIES LTD.

ORDER

(Securities Act - Section 82 &
Business Corporations Act - Section 1(6))

UPON the application, received and perfected January 17, 1984 of STANDARD INDUSTRIES LTD. a company incorporated under the laws of Ontario to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466, (the "Act") and section 1(6) of the Business Corporations Act, R.S.O. 1980, c.54;

AND UPON it being represented that STANDARD INDUSTRIES LTD. now has fewer than fifteen security holders whose latest address as shown on its books is in Ontario;

IT IS ORDERED pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 that STANDARD INDUSTRIES LTD. be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on its books is in Ontario.

AND IT IS FURTHER ORDERED pursuant to subsection 1(6) of the Business Corporations Act, R.S.O. 1980, c.54 that STANDARD INDUSTRIES LTD. be and hereby is deemed to have ceased to be offering its securities to the public for so long as it shall have fewer than fifteen security holders whose latest address as shown on its books is in Ontario.

February 21, 1984.

"Frank Iacobucci"

"J. W. Blain"

2.7 CONTINENTAL RESEARCH & DEVELOPMENT LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF
CONTINENTAL RESEARCH & DEVELOPMENT LTD.

ORDER
(Section 99(e))

UPON the application received and perfected on February 17, 1984, of Continental Research & Development Ltd. (the "Corporation"), a corporation to be continued under the laws of the Province of Ontario, to the Ontario Securities Commission (the "Commission") pursuant to section 99(e) of the Securities Act, R.S.O. 1980, c.466 (the "Act") for an Order exempting it from the requirements of Part XIX of the Act with respect to its offer to purchase the Units of the West Hill Research and Development Limited Partnership (the "Limited Partnership").

AND UPON the Corporation representing to the Commission that:

1. The Corporation is a reporting issuer under the Act.
2. The Limited Partnership is a limited partnership formed under the laws of the Province of Ontario, comprising 105 limited partnership Units (the "Units"), and having 17 registered limited partners.
3. The Corporation is proposing to purchase all the Units owned by the limited partners for a purchase price equal to the subscription price paid to the Limited Partnership for the Units, payable by the assumption by the Corporation of certain liabilities of the limited partners and the issuance of common shares in the capital of the Corporation to the limited partners. The aggregate number of shares being issued by the Corporation to the limited partners is 420,000.

AND UPON each limited partner in the Limited Partnership having;

- 1) acknowledged receipt of a copy of the application herein;
- 2) confirmed that he does not wish to make any submissions with respect to said application; and
- 3) consented to the making of an Order in the form requested and waived any rights which he might otherwise have under Part XIX of the Act.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED THAT the transaction described in the subject application, filed herewith, is not subject to Part XIX of the Act provided that:

- 1) the proposed transaction shall occur substantially as described in the subject application;

- 2) the first trade in the securities acquired pursuant to the exemptions herein contained shall be subject to the provisions of subsection 5 of section 71 of the Act; and
- 3) the Corporation shall cause to be delivered to the limited partners a copy of this Order.

February 17, 1984.

"Keith E. Boast"

"J. W. Blain"

2.8 WORLDWIDE EQUITIES LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF WORLDWIDE EQUITIES LIMITED

ORDER

(Section 79(a)(i))

UPON the application of WORLDWIDE EQUITIES LIMITED (the "Issuer") a corporation continued under the laws of British Columbia, to the Ontario Securities Commission, for an order permitting it to omit from its interim financial statements for each of the fiscal periods ending December 31, 1983, March 31, 1984, and June 30, 1984 and to omit from its annual financial statement for the period ending September 30, 1984 required to be filed under Part XVII of the Securities Act, R.S.O. 1980, c.466 (the "Act"), the comparative financial statement for each of the corresponding periods in 1982 and 1983 respectively;

AND UPON being advised that Jones Heward Management Limited acquired all of the issued and outstanding shares of the issuer and reorganized the structure and operations of the company thereby making it very difficult to prepare comparative financial statements;

AND UPON being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDER pursuant to the provisions of section 79(a)(i) of the Act that the issuer be and is hereby permitted to omit the financial statement for each of the fiscal periods ended December 31, 1982, March 31, 1983, June 30, 1983 and September 30, 1983, from the financial statement for each of the corresponding fiscal periods ending in 1983 and 1984 respectively.

February 20, 1984.

"E. S. Miles"

"J. W. Blain"

2.9 CAMBRIDGE COMMODITIES INC./MADUFF & SONS, INC.

IN THE MATTER OF THE COMMODITY FUTURES ACT
R.S.O. 1980, CHAPTER 78

AND

IN THE MATTER OF CAMBRIDGE COMMODITIES INC.

AND

MADUFF & SONS, INC.

ORDER
Section 24(2).

UPON being advised that the financial position of Maduff & Sons, Inc. ("Maduff"), a registrant under the Commodity Futures Act, R.S.O. 1980, c.78 (the "Act") is such that a hearing will be necessary to consider whether it is in the public interest to suspend, cancel, restrict or impose terms and conditions upon such registration;

AND UPON being advised that Maduff acts as the Non-resident Carrying Broker for Cambridge Commodities Inc. ("Cambridge"), an Introducing Broker under the Act;

AND UPON being of the opinion that the delay necessary for such a hearing would be prejudicial the public interest;

IT IS ORDERED, pursuant to the provisions of s.24(2) of the Act that the registration of Maduff as dealer in the category of Non-resident Carrying Broker and the registration of Cambridge as dealer in the category of Introducing Broker be and the same are hereby restricted to the execution of liquidating trades only for a period of fifteen days from the date hereof.

February 17th, 1984.

"Keith E. Boast"

"J. W. Blain"

2.10 ALGONQUIN MERCANTILE CORPORATION

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF ALGONQUIN MERCANTILE CORPORATION

ORDER
(Section 79(a)(i))

UPON the application of Algonquin Mercantile Corporation (the "Issuer"), a corporation incorporated R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF ALGONQUIN MERCANTILE CORPORATION

ORDER
(Section 79(a)(i))

UPON the application of Algonquin Mercantile Corporation (the "Issuer"), a corporation incorporated under the laws of Ontario, to the Ontario Securities Commission, for an order permitting it to omit from its interim financial statement for the fiscal period ending December 31, 1983, required to be filed under Part XVII of the Securities Act, R.S.O. 1980, c.466 (the "Act"), the comparative financial statement for the corresponding fiscal period ending in 1982;

AND UPON be advised that a change in the date for the end of the Issuer's financial year resulting from a consolidation with its subsidiaries has made it very difficult to prepare comparative financial statements;

AND UPON being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to the provisions of section 79(a)(i) of the Act that the Issuer be and is hereby permitted to omit the financial statement for the fiscal period ended December 31, 1982, from the financial statement for the corresponding fiscal period ending in 1983.

February 21, 1984.

"Frank Iacobucci"

"J. W. Blain"

2.11 EXPLORATIONS BANQUE-OR INC.

Headnote

Section 73 application - Purchaser to receive shares and option on shares of a non-reporting issuer - Resale of shares, option and underlying shares subject to subsection 71(4)

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF EXPLORATIONS BANQUE-OR INC.

ORDER
(Section 73)

UPON the application by Getty Canadian Metals, Limited ("Getty") to the Ontario Securities Commission (the "Commission") pursuant to section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") for a ruling that a proposed issuance of common shares of Explorations Banque-Or Inc. (the "Issuer") and the proposed granting of an option to purchase common shares of the Issuer are not subject to sections 24 and 52 of the Act;

AND UPON Getty having represented to the Commission that:

- (a) Getty is indirectly a wholly owned subsidiary of Getty Oil Company;
- (b) Getty has acquired 75% of the Issuer's interest in certain mining claims, subject to the requirement that Getty expends \$1,050,000 on such properties prior to December 31, 1987;
- (c) in connection with the transaction and subject to all regulatory approvals, Getty has agreed to subscribe for 50,000 common shares of the Issuer (the "Shares") and is entitled to an option to subscribe for a further 250,000 common shares of the Issuer exercisable before January 31, 1985 (the "Option");
- (d) the Issuer is a reporting issuer in Quebec but not in Ontario;

AND UPON the Commission being satisfied that it would not be prejudicial to the public interest to make this ruling;

NOW THEREFORE IT IS RULED, pursuant to section 73 of the Act, that the issuance of the Shares and the granting of the Option by the Issuer to Getty are not subject to sections 24 or 52 of the Act;

PROVIDED THAT the first trade in each of the Shares, the Option and the common shares of the Issuer acquired pursuant to the Option are subject to subsection 71(4) of the Act and the provisions of the Regulation made under the Act relating thereto.

February 8, 1984.

"Keith E. Boast"

"J. W. Blain"

2.12 GOLDSEARCH INC.

Headnote

Section 73 - Issuance of shares to arm's length and non-arm's length creditors - issuer to report trades to Commission - first trades by arm's length creditors to be made in accordance with subsection 71(5) of the Act and section 18a of the regulations - copies of ruling, most recent annual report and unaudited interim financial statements and statement that protections provided by the Act not available to creditors to be provided to arm's length creditors - acknowledgement by arm's length creditors to be filed with the Commission - first trades by non-arm's length creditors to be made in accordance with subsection 71(4) of the Act and in accordance with subsection 71(7) of the Act where first trade would be a distribution as defined in subparagraph 1(1)11(iii) of the Act - copies of ruling and statement that protections provided by the Act not available to creditors to be provided to non-arm's length creditors - acknowledgement by non-arm's length creditors to be filed with the Commission

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF GOLDSEARCH INC.

RULING
(Section 73)

UPON the application of Goldsearch Inc. ("Goldsearch") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that the proposed issuance by Goldsearch of up to 257,100 common shares to those persons or companies listed in Appendixes "A" and "B" annexed hereto (collectively referred to as the "Noteholders") who agree to cancel the indebtedness of Goldsearch held by them as consideration for fully-paid, non-assessable common shares, is not subject to sections 24 or 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it appearing to the Commission that:

1. Goldsearch, an Ontario corporation, is a reporting issuer, as defined in the Act, and is not in default of any requirement of the Act or the regulations made thereunder (the "Regulation");
2. Goldsearch's issued and outstanding capital consists of 2,011,650 common shares without par value;
3. Goldsearch is indebted to each Noteholder in the amount set forth opposite the name of the Noteholder in either Appendix "A" or "B" in connection with shareholder loans advanced during February, 1974, which indebtedness is evidenced by promissory notes (the "Notes") issued by Goldsearch;
4. In order to discharge the Notes, Goldsearch proposes to issue 257,100 common shares to the Noteholders on the basis of one common share of

Goldsearch for each \$1.00 of indebtedness which is cancelled by the Noteholders;

5. Each of the Noteholders in Appendix "A" is at arm's length from Goldsearch; and
6. Each of the Noteholders in Appendix "B" is not at arm's length from Goldsearch;

AND UPON the Commission being satisfied that to make this ruling would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that the issuance by Goldsearch of up to 257,100 common shares to the Noteholders and in the amounts set out in Appendixes "A" and "B" annexed hereto pursuant to this ruling is not subject to sections 24 or 52 of the Act provided that:

1. The first trades in each of the common shares acquired pursuant to this ruling by each Noteholder in Appendix "A" shall be made in accordance with the provisions of subsection 71(5) of the Act and section 18a of the Regulation, as if such common shares had been acquired by such Noteholder pursuant to an exemption referred to in subsection 71(5) of the Act;
2. Goldsearch shall provide to each Noteholder in Appendix "A" who acquires common shares pursuant to this ruling a copy of this ruling together with a copy of the most recent annual report of Goldsearch, a copy of the most recent unaudited interim financial statements of Goldsearch and a statement (the "Statement") that as a consequence of this ruling certain protections, rights and remedies provided by the prospectus provisions of the Act, including statutory rights of rescission or damages, will be unavailable to such Noteholders;
3. Goldsearch shall obtain from each of the Noteholders in Appendix "A" who acquires common shares pursuant to this ruling and shall file with the Commission a written acknowledgement, in a form acceptable to the Director, that each such Noteholder:
 - (a) has received copies of this ruling, the most recent annual report of Goldsearch, the most recent unaudited interim financial statements of Goldsearch and the Statement;
 - (b) is aware of the limitations imposed by this ruling upon the disposition by such Noteholders of the common shares which are the subject of this ruling; and
 - (c) waives the protections, rights and remedies referred to in the Statement to the extent that they otherwise may have been available to such Noteholders;
1. The first trades in each of the common shares acquired pursuant to this ruling by each Noteholder in Appendix "B" shall be made in accordance with the provisions of subsection 71(4) of the Act and the provisions of the Regulation relating thereto, as if such common shares had been acquired by such Noteholder pursuant to an exemption referred to in subsection 71(4) of the Act, and in accordance with the provisions of subsection 71(7) and the provisions of the Regulation relating thereto where such first trades would be a distribution as defined in subparagraph 1(1)11(iii) of the Act;
5. Goldsearch shall provide to each Noteholder in Appendix "B" who acquires common shares pursuant to this ruling a copy of this ruling together with the Statement; and

6. Goldsearch shall obtain from each of the Noteholders in Appendix "B" who acquires common shares pursuant to this ruling and shall file with the Commission a written acknowledgement, in a form acceptable to the Director, that each such Noteholder:

- (a) has received copies of this ruling and the Statement;
- (b) is aware of the limitations imposed by this ruling upon the disposition by such Noteholders of the common shares which are the subject of this ruling; and
- (c) waives the protections, rights and remedies referred to in the Statement to the extent that they otherwise may have been available to such Noteholders.

February 8, 1984.

"Keith E. Boast"

"J. W. Blain"

Appendix "A"

<u>Noteholder</u>	<u>Amount of</u> <u>Indebtedness</u>	<u>No. of Common</u> <u>Shares</u>
Harold Agla	\$ 375.00	375
Dr. John Bagshaw	3,000.00	3,000
William Bingley	3,000.00	3,000
Ernest Black	4,500.00	4,500
Arthur Black	3,000.00	3,000
Norman Black	2,250.00	2,250
Ian Campbell	3,000.00	3,000
D. R. S. Doal	750.00	750
Estate of Ramsey Evans	1,500.00	1,500
John Freeborn	5,000.00	5,000
Dr. E. Gibson	2,500.00	2,500
Hugh F. Gibson	4,500.00	4,500
Estate of Harry Gratton	2,000.00	2,000
Paul Gratton	1,000.00	1,000
Gwendolyn Green	6,000.00	6,000
K. Hutchinson	3,000.00	3,000
Hazel Kinsman	3,000.00	3,000
Robert MacKay	750.00	750
Robert McClure	3,750.00	3,750
N. O'Rourke	2,100.00	2,100
Richard Putnam	1,425.00	1,425
George Redfern	3,000.00	3,000
C. Smith	6,000.00	6,000
L. M. Spicer	25,000.00	25,000
J. E. Stephens	1,450.00	1,450
M. Sugarman	4,500.00	4,500
Tamod Investments Limited	3,000.00	3,000
G. Trembley	1,500.00	1,500
Murray Wilson	3,000.00	3,000
Haley Wilson	<u>3,000.00</u>	<u>3,000</u>
	\$106,850.00	106,850

Appendix "B"

<u>Noteholder</u>	<u>Amount of</u> <u>Indebtedness</u>	<u>No. of Common</u> <u>Shares</u>
Evanachan Limited	\$ 93,000.00	93,000
Carl Hnilica	12,250.00	12,250
James Mullins	4,500.00	4,500
Stanley Mullins	4,500.00	4,500
National System of Baking of Alberta Limited	27,000.00	27,000
William Riddell	1,500.00	1,500
Silver Eagle Holdings Limited	<u>7,500.00</u> \$150,250.00	<u>7,500</u> 150,250

2.13 NOVA BEAUCAGE MINES LIMITED

Headnote

Section 73 ruling - grant of directors' options not subject to sections 24 or 52

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF NOVA BEAUCAGE MINES LIMITED

RULING
(Section 73)

UPON the application of Nova Beaucage Mines Limited (the "Issuer") to the Ontario Securities Commission (the "Commission") pursuant to section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") for a ruling in respect of trades in certain options which the Issuer proposes to grant to directors of the Issuer;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON it being represented to the Commission that:

- A. set out in Appendix "A" annexed hereto are the names of certain directors (the "Directors") of the Issuer to whom the Issuer proposes to grant options (the "Options") to purchase common shares of the Issuer (the "Shares") as specified opposite the name of each Director;
- B. each Director is a director of the Issuer but not an employee or promoter of the Issuer;
- C. the Issuer is a reporting issuer and not in default of any requirement of the Act or the regulation made thereunder (the "Regulation"); and
- D. the shares of the Issuer are listed on The Toronto Stock Exchange and notice of the granting of the Options has been accepted for filing by The Toronto Stock Exchange;

NOW THEREFORE IT IS RULED pursuant to subsection 73(1) of the Act that the proposed grant of the Options to the Directors is not subject to sections 24 or 52 of the Act provided that:

1. the Options are non-transferable, except that in the case of a Director dying prior to the expiry of the Option while still a Director, the Option may be exercised by such Director's legal personal representative at any time up to and including the expiry of the Option or six months following such Director's death, whichever is earlier; and
2. the Issuer files with the Commission within ten days of the granting of the Options, a letter providing substantially the same information as is required by Form 20 as prescribed under the Regulation.

February 10, 1984.

"Keith E. Boast"

"J. W. Blain"

Appendix "A"

<u>Name of Director</u>	<u>Number of Shares Subject to Option</u>
Frederick Knight	35,000
James I. Golla	21,000
Johnston A. Kennedy	14,000

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS

3.1 SORREL RESOURCES LTD.

IN THE MATTER OF SECTION 73 OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF SORREL RESOURCES LTD.

Hearing: February 3, 1984

<u>Present:</u>	Peter J. Dey, Q.C.	- Chairman
	E.S. Miles	- Commissioner
	R.J. Kane	- Commissioner
	J.W. Blain, Q.C.	- Commissioner
	Erik Fish	- Counsel for the Ontario Securities Commission
	I.C.B. Currie	- Counsel for the
	D.S. Douglas Keller-Hobson	Applicant

REASONS

This is an application by Sorrel Resources Ltd. (the "Applicant") for an order under section 73 of the Securities Act (the "Ontario Act") with respect to an offer proposed to be made by the Applicant to its shareholders of rights to subscribe for additional common shares in the capital of the Applicant (the "Rights Offering").

The Applicant was incorporated under the laws of Alberta on September 23, 1979 and was continued under the Business Corporations Act of Alberta by Certificate of Continuance dated December 7, 1982. In February 1982, the Applicant filed a prospectus with the Alberta Securities Commission and obtained a receipt therefor. The common shares of the Applicant were listed on

the Alberta Stock Exchange in May 1982. The Applicant has, accordingly, been a reporting issuer in the Province of Alberta since at least February 1982.

The common shares of the Applicant were listed and posted for trading on The Toronto Stock Exchange on September 12, 1983. The Applicant has been a reporting issuer under the Ontario Act since that time - a period of some four and one-half months.

The Applicant is proposing to make the Rights Offering to the holders of its common shares and those investors about to become holders of convertible preferred shares on the basis that shareholders will be entitled to subscribe for one common share for every five rights held. By reason of subsection 71(5) of the Ontario Act and subsection 17(4) of the Regulation under the Act, the first trades in the rights and in the common shares of the Applicant issued on the exercise of the rights would be a distribution because the Applicant has not been a reporting issuer in Ontario for twelve months. Accordingly, section 52 of the Ontario Act would be applicable to such first trades, with the result that either a prospectus would be required or residents of Ontario would have non-transferable rights and non-transferable common shares acquired on the exercise of rights. The Applicant has brought this application under section 73 of the Ontario Act for an order that such first trades are not subject to section 52, provided that the requirements of subsections 71(5)(b) and (c) are met.

Counsel for the Commission advised that the staff of the Commission felt that it could not recommend that the order be granted because of the decision of the Commission in Consolidated Ascot Petroleum Corporation (OSC Bulletin, 1983, Volume 6, No. 30 at page 3169), a decision from which Commissioner Kane dissented. Consolidated Ascot Petroleum Corporation ("Consolidated Ascot") is a British Columbia company which is a "reporting company" for purposes of the Securities Act of the Province of British Columbia (the "B.C. Act"). At the time of its application to the Commission, the shares of Consolidated Ascot were listed on the Vancouver Stock Exchange, but it was not a reporting issuer in Ontario, nor were its shares listed on The Toronto Stock Exchange. The Commission was advised that Consolidated Ascot proposed to apply for the listing of its common shares on The Toronto Stock Exchange when it achieved its anticipated cash flow from the sale of gas, and that preliminary assurances had been received from the Exchange that the shares of Consolidated Ascot would qualify for listing. It was not known, at the time of the Consolidated Ascot application, when the application for listing would go ahead and whether it would be accepted when made. In denying the application of Consolidated Ascot, the Commission stated at page 3171:

"Securities issued into the 'closed system' cannot be traded outside the system until certain conditions are satisfied. An important condition is that the issuer have built a record of disclosure in Ontario. This record is, of course, achieved by the issuer becoming a 'reporting issuer' and having maintained the status for a specified period. Unless these conditions are satisfied, securities issued by issuers which are not reporting issuers can only trade within the 'closed system'."

In our view, there are several major differences between the present application and the Consolidated Ascot case which, for the reasons stated below, are sufficient to enable us to conclude that there is a sufficient record of disclosure which will be available in Ontario to justify us in granting the order sought.

The shares of the Applicant have been listed on The Toronto Stock Exchange since September 12, 1983. In connection with the listing, a listing statement, giving considerable information about the Applicant and its business, was issued. Unaudited comparative financial statements of the Applicant as at and for the six months ended June 30, 1983 and June 30, 1982 form part of the listing statement. Equally important as this disclosure, the listing of the shares of the Applicant on The Toronto Stock Exchange resulted in the Applicant becoming a reporting issuer under the Ontario Act, subject, among other things, to the continuous disclosure requirements of the Ontario Act.

The Securities Act of Alberta (the "Alberta Act"), which was proclaimed in force February 1, 1982, imposes continuous disclosure obligations on reporting issuers that are, for all practical purposes, the same as the obligations imposed by the Ontario Act on reporting issuers. The Applicant has accordingly been subject to substantially the same statutory disclosure standards as if it had been a reporting issuer in Ontario for the period of time it has been a reporting issuer under the Alberta Act. It should also be noted that the Alberta Act creates a closed system for the distribution of securities substantially the same as the Ontario Act. The B.C. Act, under which Consolidated Ascot was a reporting company, does not impose a statutory obligation of timely disclosure on reporting companies comparable to section 74 of the Ontario Act.

We are of the view that where:

- (a) an issuer has become a reporting issuer in Ontario, either through the listing of its shares on The Toronto Stock Exchange or by the filing of a prospectus;
- (b) a period of time which is reasonable in the circumstances of the particular case has elapsed since the date of listing or since the date of the receipt for the prospectus, thus allowing a sufficient period of time for the market to digest the information given;
- (c) the reporting issuer has been subject to the securities laws of a jurisdiction which requires it to file substantially the same continuous disclosure information as is required to be filed under the continuous disclosure provisions of the Ontario Act and the reporting issuer has complied with the requirements of the other jurisdiction; and
- (d) a copy of the continuous disclosure information filed in that other jurisdiction is filed with the Commission;

a proper record of disclosure is available in Ontario and the time spent as a reporting issuer in the other jurisdiction should be taken into consideration for Ontario purposes. In our view, an important goal for securities regulators is to ensure that their system of securities regulation integrates with substantially similar systems of securities regulation in other jurisdictions. In this case, the Alberta Act is substantially the same as the Ontario Act. The securities laws of other jurisdictions may also be acceptable for purposes

of the foregoing tests. The Commission will develop experience in this area as particular cases arise.

The Commission is also contemplating proposing that amendments to the Ontario Act include a provision similar to section 117 of the Alberta Act giving the Commission power to deem an issuer, in particular circumstances, to have been a reporting issuer - a power which will facilitate the functioning of a national capital market in Canada.

It is our opinion that in the circumstances of this case, it would not be prejudicial to the public interest to grant the Applicant the order it seeks. Accordingly, an order will issue that, notwithstanding subsection 71(5) of the Ontario Act and subsection 17(4) of the Regulation, the first trade in the rights proposed to be issued by the Applicant and the first trade in the common shares of the Applicant issued on the exercise of the rights, are not subject to section 52 of the Act, provided that:

- (i) the Applicant is not in default of any requirement of the Ontario Act or the Regulation;
- (ii) the requirements of subsections 71(5) (b) and (c) have been met;
- (iii) such first trades do not constitute a distribution within the meaning of subparagraph 1(1)11(iii) of the Ontario Act; and
- (iv) the Applicant files with the Commission a copy of all material filed by it with the Alberta Securities Commission since January 1, 1983.

February 24th, 1984.

"Peter J. Dey"

"E. S. Miles"

"R. J. Kane"

"J. W. Blain"

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123 (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 5
POLICIES (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 6
REQUESTS FOR COMMENTS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|-----------|----------------------------|-----|------------------------------|
| No Symbol | - purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ABERFORD RESOURCES LTD	Chippendale, Anne Savings Plan	Common	S	-- Dec/83	1	131		131
	Drever, John S. Savings Plan		S	-- Dec/83	1	307		307
	Drever, John S. Savings Plan	Warrants	S	-- Feb/84	1	300		300
	Gammell, Hugh G. Savings Plan	Common	DS	Jan/84 Dec/83	1	1000 169		10100 169
	Gammell, Hugh G.	Warrants	DS	Jan/84		3000		16500
	Howard, John A. Savings Plan	Common	DS	-- Dec/83	1	795		14003 795
	Jubenvill, John H. Savings Plan		S	-- Dec/83	1	121		121
	Surridge, Allan K. Savings Plan		S	-- Dec/83	1	391		1000 391
	Cameron, Hugh T. Cameron Containers Limited	Common	DS	Jan/84		44100		440399
	Cameron Containers Limited Deferred Profit Sharing Plan			--	1			490100
ACASSIZ RESOURCES LTD.	Mockler, Hubert J RRSP			--	1			5000
	Mockler, Hubert J. RRSP	Warrants	DS	Jan/84 Jan/84 --	X 1	20000	20000	575 35000
	Hirt, Nicholas J.	Common	SI	1983	T	18		554
	Cobb, Jewel P. Deferred Compensation Plan	Common	D	-- 1983	1	249		200 753
	Davis, Donald W. Deferred Compensation Plan		D	-- 1983	1	789		200 2421
ALTEX RESOURCES LTD	Hutchinson, Kenneth D.	Common	DS	Feb/84	M		8400	680721

REPORTING ISSUER	INSIDER	SECURITY	REL IN	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ALTEX RESOURCES LTD (Continued)	Hutchinson, Kenneth D. RRSP Stock Plan	Common	DS	Feb/84 --	M 1 1	8400		13900 45162
AMERICAN EXPRESS COMPANY	Cohen, Peter A.	Common	D	Jan/84			14900	52840
	Duncan, Jr. Charles W. Duncan Investors Ltd. Trustee		D	-- -- Jan/84	1 1 M 1	6000		16000 3000 6000
	Kirby II, Fred M.	Securities	D	--	IR			---
	Weill, Sanford I. wife	Common	DS	Jan/84 --	1		50000	604999 1140
AMERICAN OAKWOOD ENERGY LTD	Ekstrom, Brian S.	Common	DS	Dec/83		40000		119301
ANDRES WINES LTD.	Smith, Newman D.	Class B	DS	Jan/84			2000	19981
ARGUS CORPORATION LIMITED	Black, Conrad M. and Black III, George M. Indirect Holdings	Class C Pref.	DSB	-- Dec/83 Jan/84	1 1	476 444248		5914474
ASAMERA INC.	Kleine, Ralph M.	Common	S	Feb/84	X	7500		7500
ARC INTERNATIONAL CORPORATION	Bendera, Robert W.	Common	D	Jan/84			5000	44830
	Chapman, Stewart W.		S	Jan/84			10000	1700
	Halpern, Philip A.		S	Jan/84			5000	7700
ATLANTIC RICHFIELD COMPANY	Gray, Hanna H.	Common	D	Jan/84		100		100
	Ramo, Simon		D	--	IR			100
AUR RESOURCES INC	Minas Investments Limited	Class A	B	--	IR			120000
		Common		--	IR			458333
AUTOCROWN CORPORATION LIMITED	Haywood, Barry K.	Common	D	Feb/84			15000	37212
BP RESOURCES CANADA LIMITED	Sheehy, Patrick	Securities	DI	--	IR			---
BANK OF MONTREAL	Bouchard, Joseph P.Y.E. Brewer, James H. W.	Common	S	-- --	IR			1348

REPORTING ISSUER
BANK OF MONTREAL
(Continued)

INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
Brewer, James H. W. RRSP	Common	S	1983	1	146		839
Brynes, James J. Share Ownership Plan		S	-- 1983	1	153		2800 301
Calder, William T. Shareholder Plan		S	-- 1983	1	74		443
Chadwick, William F.		S	--	IR			763
Comper, Francis A. Dividend Reinvestment Plan		S	--				576
Share Ownership Plan			1983 1983	T 1 1	48 162		102 851
Conradi, Peter C.		S	1983		60		372
Cote, Pierre		D	1983	T	598		8693
Darlington, Lloyd F. Share Ownership Plan		S	-- 1983	1	160		823
Demers, Joseph L.		S	1983		160		831
Dooyeweerd, Herman F.		S	1983		160		835
Farstad, Jan A. Share Ownership Plan		S	-- 1983	1	27		27
Fite, Loran R. Indirect Holding		S	1983 1983	1	11 138		64 513
Gammon, Raymond S. Share Ownership Plan		S	-- --	IR1			603
Gibson, John D. Employee Ownership Plan		S	-- 1983	1	162		851
Gough, Douglas W. Wife		S	Dec/83 Feb/84	1	139 1100		3230 1800
Hacquoil, Frank G.		S	1983		162		851
Hardy, Fred R. G.		S	1983		117		704
Jarry, Gilles		S	1983 1983	T	117 95		2437

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BANK OF MONTREAL (Continued)	Jenikov, Joseph D.	Common	S	--	IR			200
	Share Ownership Plan			--	IR1			742
	Larsen, Jeffery C.		S	1983		15		24
	Share Ownership Program			1983	1	12		12
	Leader, Brian R.		S	--				
	Share Ownership Plan			1983	1	60		734
	Bank's name			1983	T 1	88		88
	Loomer, Bruce N.		S	1983		138		512
	McNally, Alan G.		S	--				125
	Share Ownership Plan			1983	1	162		851
	Moore, Donald L.		S	1983		162		746
	Muir, Robert		S	1983		181		
	Share Ownership Plan			Jan/84			326	603
				1983	1	162		851
	Mulholland, William D.		DS	1983		750		4830
	Share Ownership Program			1983	1	152		708
	Munro, H. Keith		S	1983		115		760
	Nash, Gordon D.		S	1983		42		624
	Neal, George E.		S	--				
	RRSP & Profit							
	Sharing Plan			1983	1	55		761
	Nickerson, Jerry E. A.		D	--				1000
	Nickerson Outfitting							3000
	Company Limited			Jan/84	1	3000		
	Reuber, Grant L.		DS	1983		254		723
	Indirect Holdings			1983	1	202		1400
	Rosenswig, Deanna		S	1983	T	27		369
				1983		158		797
	Savard, J. G. Jean		S	1983		35		
				1983		231		1308
	Solomon, George C.		D	Nov/83		97		5134
	Speers, William J.		S	--				38

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BANK OF MONTREAL (Continued)	Speers, William J. Indirect Holding	Common	S	1983	1	163		763
	Strachan, George C.		S	--	IR			79
	Sweatman, I. Michael		S	--	IR			108
	Walters, Beverley H.		S	1983		273		1327
	Warren, Jack H. Share Ownership Program		DS	1983		644		4286
				1983	1	141		566
	Wells, Robert B. Share Ownership Plan		S	--				
				1983	1	158		796
	Whitney, John A.		S	1983		153		619
	Wilson, Philip S. Share Ownership Plan		S	--				
				--	IR1			79
BANK OF MONTREAL MORTGAGE CORPORATION	Kiep, Walther L.	Securities	DI	--	IR			---
BANK OF MONTREAL REALTY FINANCE LTD.	Kiep, Walther L.	Securities	D	--	IR			---
	Vale, Peter S.		SI	--	IR			---
BANK OF NOVA SCOTIA, THE	Gerad, Rudolf P. In Trust	Common	S	Jan/84	V	36		53
				Jan/84	V 1	30		45
	Gill, C. Foster		S	Jan/84	V	400		600
	MacDonald, Donald S.		D	Jan/84	V	3210		4815
	Ritchie, Cedric E.		DS	Jan/84	V	53500		80250
	Sherman, Frank H.		D	Jan/84	V	6246		6246
BELL CANADA ENTERPRISES INC.	Berube, Jacques B.	Common	SI	Jan/84		63		
				Jan/84	T	12		881
	Fridman, Josef J.		S	Jan/84	T	45		
				Jan/84		304		1153
	Hurtubise, Paul		SI	--	IR			119
	Jarvis, Daniel O.		S	Jan/84		247		406

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BELL CANADA ENTERPRISES INC. (Continued)	Newman, Donald R.	Common	S	Jan/84		312		1310
BITECH ENERGY RESOURCES LIMITED	Civil, Louis wife Daughter	Common	D	--				61834
				Feb/84	1	2000		4000
				--	1			3000
	Wade, James Pamiba Estates Limited		DSB	Jan/84	X	27500		27500
				--	1			396000
BONANZA RESOURCES LTD.	Bradley, Kenneth RRSP	Common	S	Jan/84		2000		2000
	Nautilus Resources Ltd.			Jan/84	1	2000		6000
				--	1			68203
BRAMALEA LIMITED	Galvin, Thomas F.	Common	DI	Jan/84	X	1600		8400
		Option		Jan/84			1600	16600
	Kerr, Bruce Share Purchase Plans	Common	S	Jan/84		338		1574
				Jan/84	1		338	18117
	Lavis, Gordon Share Purchase Plans		S	Jan/84		1338		5827
				Jan/84	1		1338	17256
	Lebovic, Joseph Indirect Holdings		B	--				38300
				Jan/84	1	9100		2099300
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	Steen, William R.	Common	S	--				587
	Spousal RRSP			Nov/83	T 1	9		759
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION	Pilley, Trevor W.	Common	D	Feb/84			4000	1000
CAE INDUSTRIES LTD.	Best, James W.	Class A	S	Jan/84		900		2012
CCL INDUSTRIES INC.	Irvine, John K. 452895 Ontario Limited	Common	DS	--			3200	203500
				Feb/84	1			126500
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Sheff, Gerald	Warrants	DS	Feb/84		1500		
CAMBRIDGE SHOPPING CENTRES LIMITED	Auld, W. Murray	Securities	DI	--	IR			---
	Belanger, Marcel		DI	--	IR			---
	Curlook, Walter		DI	--	IR			---

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CAMBRIDGE SHOPPING CENTRES LIMITED (Continued)	Great-West Life Assurance Company, The	Common	B	--	IR			2086299
		Debentures due 1993		--	IR			\$50000000
		Preferred		--	IR			2150000
	Hollenberg, C. H.	Securities	DI	--	IR			---
	Hunter, Roderick O. A.		DI	--	IR			---
	Jones, Robert H.		DI	--	IR			---
	Knowles, Arthur F.		DI	--	IR			---
	Mauro, Arthur V.		DI	--	IR			---
	Paine, Paul B.		DI	--	IR			---
	Runciman, Alexander M.		DI	--	IR			---
CAMEL OIL & GAS LTD	Hugo, George R. Amended RRSP	Common	D	--				312372
				Nov/83	1	2000		
				Dec/83	1	600		64956
	Thelmon Business Enterprises Ltd.			--	1			19718
	214456 Holdings Ltd.			--	1			28235
CAMPBELL RESOURCES INC	Carroll, Paul A. Campac Development Corp. RRSP	Common	D	--				1
				Jan/84	1	3500		5500
				Jan/84	1		1500	---
	Carroll, Paul A. RRSP	Series I Pref.	D	--				---
				Jan/84	1		5000	---
	Stendon, Marion J. RRSP	Common	S	--				600
				Jan/84	1	300		
	Strasser, J. Gordon		S	Feb/84		500		3095
CANADA CEMENT LAFARGE LTD.	Fisher, E. M. S. Amended	Exc. Pref.	D	Jun/83	E		224	511
	McRae, Donald S.		S	Jan/84	X	187		689

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR		SOLD OR	MONTH-END
						ACQUIRED	DISPOSED		HOLDINGS
CANADA CEMENT LAFARGE LTD. (Continued)	Rich, Patrick J. J.	Exc. Pref.	D	Jun/83	E		64		146
CANADIAN IMPERIAL BANK OF COMMERCE	Bowder, Donald	Common	S	Jan/84		800			1504
	Harrison, Russell E.		DS	Jan/84		3500			32666
	Hivon, Laurent D.		S	1983 Jan/84	T	23 1000			1303
	Leger, Paul F.		S	1983 Feb/84	T	60 1900			2354
	Lewis, Gordon W.		S	1983	T	15			238
	O'Leary, Michael J.		S	Jan/84		800			800
	Roberts, Douglas F.		S	Feb/84		1000			1000
	TransAlta Resources Corporation	Class B	B	Jan/84			895		8412218
	Wallace, Catherine T.	Common	D	Nov/83		300			1407
CANADIAN OCCIDENTAL PETROLEUM LTD.	Mikkelborg, Charles R.	Common	S	Jan/84	X	3000			5736
	Savings Plan			--	I				8567
	Thorpe, Brian D. Savings Plan		S	Jan/84 --	X I	1800			5200 2516
CANADIAN UTILITIES LIMITED	TransAlta Resources Corporation	Class A	B	Jan/84			705		3401172
CANFOR CORPORATION	Affleck, Robert R.	Common	S	Jan/84			300		---
CAPITAL CABLE TV LTD.	Shaw, James R. Indirect Holdings	9% Debentures	DS	-- Dec/83	I		\$13000		\$76750
	Shaw, James R. Indirect Holdings	Class A	DS	-- Jan/84 Feb/84	I I			100 5800	308000 291300
CAPITAL DYNAMICS LIMITED	Trebell, Francis D. Colombia Western Management Ltd.	Common	D	-- Jan/84					29801 1089992
CAPTAIN CONSOLIDATED RESOURCES LTD.	Craig, John A.	Common	D	--	IR				5001

REPORTING ISSUER CAPTAIN CONSOLIDATED RESOURCES LTD.	INSIDER Murray, R. Brian Amended	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
		Common	DS	Jul/83	C	187500		287580
		Preferred		Jul/83	R		166666	---
	Sheldon, Donald R.	Common	DS	Jul/83	C	187500		437500
		Preferred		Jul/83	R		166666	---
CARLYLE ENERGY LTD.	Cosijn, D.	Common	D	Jan/84			20113	126000
CAROLIN MINES LTD.	Robbins, George H.	Common	DS	Jan/84 Jan/84	X	2000	1500	500
CASSIDY'S LIMITED	Continental Manufacturers Canada Ltd.	"A" Pref.	B	Jan/84		1000		4400
CENTRAL FUND OF CANADA LIMITED	Sale, Robert R.	Common	D	--	IR			100
CENTRAL TRUST COMPANY	Rhude, Henry B. Starboard Investments Limited	Common	DS	--				9761
				Dec/83	1	90		4333
CESSLAND CORPORATION LIMITED	Glover, John A * Indirect Holding Glover, John A	Common	DS	--	IR1			71000
			DS	--				
CHATEAU STORES OF CANADA LTD.	Koloshuk, Victor	Class A Subordinate	D	Jan/84		500		500
	Silverstone, Jane		DS	Jan/84		2500		2500
CLAIBORNE INDUSTRIES LIMITED	Boyd, John M. Lesjon Holdings Ltd.	Common	DS	Jan/84		1000		41548 148096
				--	1			
COHO RESOURCES LIMITED	McQueen, Robin A.	Class A	D	Nov/83 Dec/83 Jan/84			1000 3500 1000	31817
COLECO INDUSTRIES, INC	Greenberg, Arnold C. Wife Trusts	Common	DSB	Jan/84 Jan/84 Jan/84	G G 1 G 1	2674 434 868		2537520 57110 140204
COMAPLEX RESOURCES INTERNATIONAL LTD.	Fink, George F. Ursen Developments Ltd.	Common	DS	Feb/84		6000		410550
				--	1			59175

REPORTING ISSUER	INSIDER	SECURITY	REL IN	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COMMERCIAL OIL AND GAS LTD.	Commercial Oil and Gas Ltd.	Common		Jan/84		5000		316900
COMPUTER INNOVATIONS DISTRIBUTION INC.	White, Alan D. Stock Purchase Plan	Common	SI	--				
				Dec/83	1	1000		1000
COMSTATE RESOURCES LTD	Fink, George F. Ursen Developments Ltd.	Common	DS	Jun/83		1000		1000
				--	1			18400
BYTEC-COMTERM INC.	Evans, William	Securities	S	--	IR			---
	Laursen, Jens		S	--	IR			---
	Nakhleh, Faraj	Common	S	--	IR			500
CONIAGAS MINES LIMITED, THE	Hughes, Samuel G. S.	Common	S	Jan/84			2000	2800
CONSOLIDATED-BATHURST INC.	Grundy, Norman A. Montreal Trust	Series A Common	S	Jan/84			2307	1
				--	1			2000
	Grundy, Norman A. Montreal Trust	Series B Common	S	Jan/84			2693	9920
				--	1			3713
CONSOLIDATED GASCOME OILS LTD.	Langard, Albert J.	Common	DS	Feb/84			10000	490026
CONSUMERS DISTRIBUTING COMPANY LIMITED	Fogler, Lloyd S.D. Jellogg Management Trusts	Class A	DSK	--				2000
				Jan/84	1		3300	33
				--	1			829600
	Fogler, Lloyd S.D. Jellogg Management Corp. Trusts	Class B	DSK	Jan/84			6600	4000
				--	1			66
				--	1			1659200
CONSUMERS' GAS COMPANY LTD., THE	Currier, Wayne C.	Common	S	1983		58		58
	Gieruszczak, Thaddeus E.	1984 6 3/4 Debenture	S	Jan/84			\$1500	---
		Common		1983		239		239
	Waugh, Glen T. Wife		S	1983		73		73
				--	1			100
CONSUMERS GLASS COMPANY LIMITED	Tetrault, Jacques	Common	D	Jan/84		100		100

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CONTINENTAL GROUP INC., THE	Mesrobian, Robert B. Wife in Trust for Son	Common	S	Jan/84	X	262		2075 18
CONTROL DATA CORPORATION	Brown, Gordon R.	Common	S	Jan/84	C	2000		
	Wife			Jan/84	G		200	7600 200
				--	--			
	Kamp, Thomas G.		S	Jan/84	G		100	19170
	Karnowski, Jack J.		S	Jan/84	C	1000		9330
CONVENTURES LIMITED	Perlman, Lawrence		S	Jan/84	C	2000		9400
	Troy, George F.		S	Jan/84	C	2000		12000
	Harris, Richard B. R.B. Harris Corporation Limited	Common		--				
				Jan/84	I		3000	300
	Oakwood Petroleum Ltd.		B	Jan/84	E	1819485		3890671
COPCONDA-YORK RESOURCES INC.	Deacon, Donald C.	Common	D	Jan/84		7000		7000
CORBY DISTILLERIES LIMITED	Monier, Liliane	Common	S	1983 Jan/84		50	50	---
CORPORATE PROPERTIES LIMITED	Peter Paul Corporation	Common	B	Jul/83 Dec/83 Jan/84		8904 166 10000		863577 863743 873743
COSEKA RESOURCES LIMITED	Ptak, David RRSP	Common	SI	-- --	IRI			1500
CROWN INC.	Libin, Alvin G. 220482 Investments Ltd.	Class A	D	-- --	IRI			784806
CULLATON LAKE GOLD MINES LTD.	Libin, Alvin G. 220482 Investments Ltd.	Warrants	D	-- --	IRI			1962016
	Middleton, Richard P.	Common	S	Feb/84		2735		8235
ROYEX STURGEX MINING Limited		Preference	B	Dec/83		650000		650000
CUVIER MINES INC.	Mills, R. P. Amended	Common	D	Nov/83			3000	63178

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DYNEX PETROLEUM LTD.	Dea, Murray L.	Second Pref.		Jan/84			24	---
	Oughtred, George E.		D	Jan/84			24	---
	Sharp, Wayne R.		D	Jan/84			24	---
	Smith, Arthur R.		D	Jan/84			24	---
	Thomas, John R.			Jan/84			24	---
	Whittle, Derek		D	Jan/84			24	---
DAON DEVELOPMENT CORPORATION	McKeen, George B. McKeen Investments Ltd.	Common	D	-- Jan/84	1	187500		2493 400001
	Rielly, Thomas J. (to satisfy debt)		SI	Nov/83			57602	
				Jan/84		38000		38624
DART & KRAFT INC.	Lacy, Alan J.	Common	S	--	IR			1400
DEVELCON ELECTRONICS LTD.	Hill, Nigel T. R and D Hill Invest- ments Inc. Uphill Holdings Ltd.	Common	D	-- Jan/84 Jan/84			40000 125000	160000 477750
DOFASCO INC.	Craig, Robert R. Retirement Plan	Class A	DS	Jan/84 Jan/84	V V	10 2588		15 3882
	Doe, Roger G. RRSP		D	-- Jan/84	V	758		1137
	Doe, Roger G. RRSP	Class A Conv.	D	-- Jan/84	V	758		1137
	Lang, Howard J.	Class B	D	Jan/84	V	1610		2415
	Leitch, John D.		D	Jan/84	V	1348		2013
	McMulkin, F. John		S	Jan/84 Jan/84	T V	84 17730		26595
	Wallace, William L.	Class A	S	1983 Jan/84	T V	106 6396		3198 9594
		Class B		Jan/84 Jan/84	T V	31 6612		9927

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DOMINION TEXTILE INC.	Begin, Raymond	Common	S	Jan/84		17		1737
	Brady, Frank P.		S	Jan/84		750		3515
	Braid, Harry		S	Jan/84		12		1241
	McDonough, Lawrence G.		S	Jan/84		23		2382
DOW CHEMICAL COMPANY, THE	Dow, Herbert H. Trustee of Trust Wife as Trustee Savings Plan	Common	DS	-- Jan/84 Jan/84 --	G 1 G 1 I	607	2428	1 1218868 270447 1887
	Gay, Wilson A. Wife Savings Plan		S	Jan/84 -- --	C I I	91		1173 779 756
	Kessler, Roger L. Jointly with wife Savings Plan		S	Jan/84 --	C I	45		2366 422
EASTERN BAKERIES LIMITED	Black, John A.	Common	S	Feb/84			450	2000
EATON BAY TRUST COMPANY	Commerce Capital Corporation Limited	Common	B	1983-84		2060		8147473
EMBASSY RESOURCES LTD.	Adams, John W.	Common	D	Jan/84	E		66667	---
	Rafelman, Donald Fallbrook Holdings Limited		DI	Jan/84 Jan/84	E E		9803 7786	---
EMCO LIMITED	Adams, John W. Burke Holdings Ltd.	Common	DS	-- Jan/84	I		60000	175 46825
ENERTEX DEVELOPMENTS INC.	Hall, Evald M.	Common	D	Oct/83			7260	34406
ENSERCH CORPORATION	Singer, S. R. TRASOP Trust Stock Purchase Plan	Common	S	Jan/84 -- --	G I I		100	5421 262 7237
	Wagner, L. G. TRASOP Trust Stock Purchase Plan		S	Dec/83 -- --	T I I	17		1000 133 446
ENS BIO LOGICALS INC.	Potter, Kathleen	Common	SI	--	IR			100
ETHYL CORPORATION	Gautreaux, Marcelain F.	Common	DS	--				13176

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ETHYL CORPORATION (Continued)	Gautreaux, Marcelain F. Savings Plan	Common	DS	Nov/83 Dec/83 Jan/84	1 1 1	23 10 115		10187
	Herzog, Robert Wife		D	Jan/84 --	G 1		1022	9010 200
	Wikman, Andrew O. Savings Plan		S	-- Jan/84	1	100		2846 9260
EUROPA PETROLEUM LTD	Lamond, Robert W. Humboldt Mary Lamond	Common	DB	-- Jan/84 --	1 1 1	8000		211356 11556774 30959
EVERGREEN ENERGY RESOURCES INC	Johnston, David W. (Private Sale)	Common	B	Jan/84			700000	
	Johnston, David W. (Purchase from treasury)		B	Jan/84		275000		1475000
FIN RESOURCES INC.	Rash, Mark M. Rashe & Co. Limited	Common	B	-- Jan/84	1	3250		241950
FINANCIAL TRUSTCO CAPITAL LTD.	Pencer, Gerald N. Grand Banks Investments Ltd.	Common	DSB	Feb/84		100000		45044
				--	1			1247876
FIRAN CORPORATION	Walker, Vincent C.	Common	S	Jan/84 Jan/84	X	10000	10000	79600
FIRST CALGARY PETROLEUMS LTD.	Deyell, William J.	Common	D	--	IR			8000
FIRST SOUTHERN RESOURCES CORP.	Driscoll, John F. J.F. Driscoll Invest- ment Corporation	Common	DSB	-- Nov/83 Feb/84	1 1		125000 100000	---
FLANAGAN MCADAM RESOURCES INC.	Flanagan, John T.	"A" Warrants	DS	Jan/84		20000		20000
		Common		Jan/84		20000		117603
FORD MOTOR COMPANY	McAdam, John Mitchell, William P.	Common	DS	Jan/84		10000		112007
			DISI	Jan/84 Jan/84 Jan/84	X F	3450 1400	3450	1400
FRANCO-NEVADA MINING CORPORATION LIMITED	Lassonde, Pierre	Common	DI	--				300000

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
FRANCO-NEVADA MINING CORPORATION LIMITED (Continued)	Lassonde, Pierre Trust	Common	DI	Jan/84	1		4000	12000
FRASER INC.	Kevil, William D.	Common		D Jan/84		50		1664
	Matthews, William H.			S Jan/84		200		
	Stock Purchase Plan			Jan/84	1		400	---
				Jan/84			200	1600
	O'Briain, Niall P.			S Jan/84	T	1		
	Stock Purchase Plan			Jan/84		50		214
				Jan/84	1		50	350
GLE RESOURCES LTD	Hunter, Robert G.	Common		D Jul/83		1500		9500
GAZ METROPOLITAIN, INC.	Gagnon, Roger	Common		S Jan/84			600	3492
	Gaulin, Jean			DS Jan/84	X	700		
				Jan/84		109		
				Jan/84	X	4300		7957
GENERAL LEASEHOLDS LIMITED	Speigel, Morey Ira Acme Construction Limited	Common		DSB --				59175
				Jan/84	F 1	15000		40000
	Speigel, Morey Ira Acme Construction Limited	Warrants		DSB --				11535
				Jan/84	1	15000		
				Jan/84	F 1		15000	---
GENERAL MOTORS CORPORATION	Ancker-Johnson, Betsy Savings Stock Purchase Program	Common		S Jan/84	C	432		2784
				--	1			789
	Beck, John F. Savings Stock Purchase Program			S Jan/84	C	259		2934
				--	1			802
	Burger, Robert D. Savings Stock Purchase Program wife			S Jan/84	C	527		8957
				--	1			2746
				--	1			36
	Coletta, Patrick J. wife			S Jan/84	C	674		10491
				--	1			3607
	Savings Stock Purchase Program			--	1			1244

REPORTING ISSUER
GENERAL MOTORS CORPORATION

(Continued)

INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR		MONTH-END HOLDINGS
					ACQUIRED	SOLD OR DISPOSED	
Collier, David C.	Common	S	Jan/84	C	735		18402
Trust Savings Stock Purchase Program		--	--	1			1976
		--	--	1			2107
Hartwig, Eugene L. Indirect Holdings		S	Jan/84	C	131		1156
		--	--	1			727
Hoglund, Peter K. Wife Savings Stock Purchase Program		S	Jan/84	C	432		8074
		--	--	1			700
		--	--	1			4295
Hoglund, William E. Custodian Wife Stock Purchase Program		S	Jan/84	C	415		9691
		--	--	1			200
		--	--	1			500
		--	--	1			1371
Jones, Courtney F. Wife Savings Stock Purchase Program		S	Jan/84	C	77		3187
		--	--	1			65
		--	--	1			53
Katko, Charles Savings Stock Purchase Program		S	Jan, 84	C	726		11174
		--	--	1			1509
Koci, Ludvik F. Savings Stock Purchase Program		S	Jan/84	C	173		958
		--	--	1			600
Mair, Alex C. Savings Stock Purchase Program		S	Jan/84	C	735		7037
		--	--	1			932
Mathues, Thomas O. Savings Stock Purchase Program		S	Jan/84	C	519		10784
		--	--	1			669
McDonald, F. James Wife Savings Stock Purchase Program		DS	Jan/84	C	951		22977
		--	--	1			2641
		--	--	1			10158
O'Connell, Robert T		S	Jan/84 Jan/84		415	415	10
Potter, David S.		S	Jan/84	C	735		

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENERAL MOTORS CORPORATION (Continued)	Potter, David S. Savings Stock Purchase Program	Common	S	Jan/84			2053	1306
	Reuss, Lloyd E. Stock Savings Purchase Program		S	Jan/84	C	346		834
	Rybicki, Irvin W. Savings Stock Purchase Program		S	Jan/84	C	605		3587
	Sanchez, Joseph J. Savings Stock Purchase Program		S	Oct/83 Oct/83	X	4936	4488	690
	Smith, Otis M. Savings Stock Purchase Program		S	Jan/84 Jan/84	C	657 672		8465
	Whitman, Marina Savings Stock Purchase Program		S	Jan/84	C	155		2198
	Zalecki, Paul H. Savings Stock Purchase Program		S	Jan/84	C	147		6372
GENSTAR CORPORATION	Wright, Norman G.	Common	DI	Jan/84			1300	783
GETTY OIL COMPANY	Oualline, Judd H. Custodian	Common	S	Jan/84	G		50	13440
GLOBAL MARINE INC.	Leigh, Lynn L.	Common	D	Jan/84		1000		3746
	Short, Thomas E.		DISI	Dec/83		2000		2151
CORDEX MINERALS LIMITED	Baxter, Robert G.	Common	D	Oct/83			9000	514
	Oland, Richard H.		D	--	IR			1812
	Snodgrass, Robert T.		D	Sept/83 Oct/83		10000 1		554
GREYHOUND COMPUTER OF CANADA LTD.	Romaniw, Lidia I.	Capital	S	--	IR			---
								2001
								10001
								2000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GREYHOUND COMPUTER OF CANADA LTD. (Continued)	Romaniw, Lidia I.	Capital	S	Jan/84			1500	100
GROSMONT RESOURCES LTD	Thomson, Alistair S. Dumyat Holdings Ltd.	Common	DS	-- Jan/84 Feb/84	1 1	4500 16340		89340
	TTY Exploration Management Ltd.			--	1			125798
GULF & WESTERN INDUSTRIES, INC.	Hollander, Milton B.	Common	S	Jan/84			11970	2503
GULF CANADA LIMITED	Hindson, William J. Savings Plan	Common		Feb/84 Feb/84 Feb/84	1	460	1 461	1279 ---
	Sello, Allen R. Savings Plan		S	-- Jan/84	1		461	370 ---
	Winterton, William M. Savings Plan		S	-- Feb/84	1		569	---
HALLIBURTON COMPANY	Jenkins, Kenneth V.	Common	S	Jan/84	X	2000		11800
	Kennedy, Robert M.		S	Jan/84		2500		9804
HARRIS STEEL GROUP INC.	Jackson, Geoffrey J.	Class A	D	Jan/84	1		10000	56666
	Timmerman, Bruce J. RRSP		S	Dec/83 Jan/84 Dec/83	1	200	2700 200	--- ---
	Timmerman, Bruce J. RRSP	Class B	S	Dec/83 Dec/83	1	200	200	7000 5300
HEES INTERNATIONAL CORPORATION	Cunningham, Gordon R. Fairmoor Holdings Inc.	Common	DS	-- Dec/83	1	10000		30000
HUDSON'S BAY COMPANY	Desjardins, Christopher J Share Ownership Plan	Ordinary	S	Feb/84 1983	1	140 15		1940 43
HUSKY OIL LTD.	Cowell, John	Call Option	SI	Jan/84 Jan/84		500	500	500 ---
	Cox, Gordon L.	Common	SI	Jan/84 Jan/84		3000	3000	---
	Dibble, Jr. George S.		SI	Dec/83	X	500		---

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HUSKY OIL LTD. (Continued)	Dibble, Jr. George S.	Common	SI	Dec/83			500	---
IU INTERNATIONAL CORPORATION	Doane, W. Allen	Common	SI	Jan/84	G		100	800
IMPERIAL LIFE ASSURANCE COMPANY OF CANADA, THE	Laurentian Mutual Insurance, The Amended Laurentian Fund Inc., The	Common	B	--				
INCA RESOURCES INC.	Bowolin, Janet B.	Common		Dec/83	1	9215		993094
INDUSMIN LIMITED	Ogris, Kurt Wife	Common	DI	-- Dec/83	1		300	700
INNOPAC INC.	Craig, Michael	Common	DI	--	IR			500
INTERNATIONAL ATLANTIS RESOURCES LTD.	Setka, Eugene F.	Common	DS	Jan/84			15000	167584
INTERNATIONAL BUSINESS MACHINES CORPORATION	Katzenbach, Hicholas deBelleville	Capital	DS	Jan/84			10000	27648
INTERPROVINCIAL PIPE LINE LIMITED	Watson, Jr. Thomas J. Wife	Common	D	Jan/84 --	G 1		784	151185 71873
INVERNESS PETROLEUM LTD.	St. John, J. Neil Employees' Savings Plan	Common	S	--				5
	Carroll, Paul A.	Common	DI	Jan/84 Jan/84	1	1440	1440	8
	McPherson, John B.	Common	S	Jan/84			500	---
JOHNSON & JOHNSON	Collins, David E. Wife	Common	S	Jan/84 Jan/84	G G 1	230	230	9566 230
	Quilty, Arthur M. Wife Sons		D	Dec/83 Dec/83 Dec/83 Dec/83 Jan/84	C G G 1 G 1 1 1	1500 1000 250	1350 200 12	19929 3710 1516
	Stolzer, Herbert G. Wife		D	Jan/84 --	G 1		150	23325 2130

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
JOHNSON & JOHNSON (Continued)	Stolzer, Herbert G. Joint Tenant	Common	D	--	I			201
	Walcott, John C. wife		S	Jan/84	X	2055		21124
	Son		--	--	I			3015
			--	--	I			800
LA VERENDRYE MANAGEMENT CORPORATION	Boutin, Dominique	Class A	S	Jan/84		25		51940
	Indirect Holdings		--	--	I			32806
	Lavigne, Marc Stock Option Plan		DS	Jan/84		25		31414
			--	--	I			10806
JOHN LABATT LIMITED	Plante, Gilles Stock Option Plan		S	Jan/84		25		4818
			--	--	I			1500
	Vanasse, Leo		S	Jan/84		25		2829
	Bradley, Edward G. RRSP	Common	S	Jan/84			373	---
LAFARGE CORPORATION	Executive Share Purchase Plan - 1983		--	--	I			1139
			--	--	I			50000
	McCuaig, Robert B.		DI	Jan/84			3200	---
	Saint-Pierre, Guy Indirect Holdings		S	Jan/84			6000	900
LANPAR TECHNOLOGIES INC.			--	--	I			60712
	Fisher, E. M. S.	CCL Exch. Pref.	DI	--	IR			735
			Jun/83	E		224		511
	Lecerf, Olivier	Common		Jun/83	E	280		280
LAURIER LIFE INSURANCE COMPANY		CCL Exch. Pref.	DS	Jan/84	E		1	---
		Common		Jan/84	E	1		114
	McRae, Donald S.	CCL Exch. Pref.	SI	Jan/84	X	187		689
	Rich. Patrick J.J.		DI	--	IR			210
LAURIER LIFE INSURANCE COMPANY			Jun/83	E		64		146
		Common		Jun/83	E		80	80
		Common	B	Feb/84			94081	846731
		Common	D	Jan/84		25		

REPORTING ISSUER LAURIER LIFE INSURANCE COMPANY (Continued)	INSIDER Croizat, Pierre	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
		Common	D	Jan/84			25	---
	Jones, Peter			D Jan/84 Jan/84		25		---
LEVY INDUSTRIES LIMITED	Seaway Multi-Corp Limited	Common	B	Jan/84		20		1253276
		Preferred		Jan/84		100		186865
LOBLAW COMPANIES LIMITED	Douglass, Sheldon	Common	S	--	IR			6300
LORIE RESOURCES INC.	Sharpe, John E.	Common	DS	Jun/83	F	14625		30339
		Warrants		Jun/83	F	7125		21839
LUMONICS INC.	Wright, James K.	Common	SI	Jan/84	G		300	409240
LYTTON MINERALS LIMITED	Palmer, Carol E.	Warrants	S	Jan/84		5000		10000
MDS HEALTH GROUP LIMITED	MDS Deferred Profit Sharing Plan	Class A	K	Jul/83		10700		831530
		Class B		1983			6679	254823
MACLEAN HUNTER LIMITED	MacLean Hunter Holdings Limited	Class X	B	Jan/84	T	36155		7430890
MACMILLAN BLOEDEL LIMITED	Davenport, David C.	Common	D	Jan/84			100	511
	Moonen, Elaine B.			Jun/82 Jan/84		18	168	---
MACQUEST RESOURCES LTD.	Holdsworth, Ronald F. V.M.R. Holdings Ltd.	Common	DS	Dec/83			84473	---
				--	1			15450
MAGNA INTERNATIONAL INC.	Sloan, Robin RRSP Other Indirect	Class A	DS	-- Dec/83 --				58330 5500 29000
MAPLE MOUNTAIN RESOURCES LTD.	Cooper, Murray	Common	D	--	IR			1
	Steel Investments Limited	Class A	B	--	IR			500000
		Common		--	IR			70000
		Warrants		--	IR			105000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MAREAST EXPLORATIONS LIMITED	Mittler, Harry Minelco	Common	DS	--	IR1			600000
	Mittler, Harry Minelco	Option	DS	--	IR1			100000
MARITIME TELEGRAPH AND TELEPHONE CO. LIMITED	Fuller, Howard B.	Common	D Jan/84		T	6		337
	Ibey, F. E.		D Jan/84		T	3		138
	MacDonald, John J.		D Jan/84		T	7		373
	Oland, Derek		D Jan/84		T	2		107
	Spalding, James S.		D Jan/84			3		138
MARKS & SPENCER CANADA INC.	McPake, James H.	Common	D Jan/84			3000		18000
MARK'S WORK WEARHOUSE LTD.	Jones, Robert W.	Common	S Jan/84				5000	107517
MASCOT GOLD MINES LIMITED	Carroll, Paul A. RRSP Campac Development Corp.	Common	D -- Jan/84 Jan/84		M 1 M 1	3500	3500	3500 ---
MCDONALD'S CORPORATION	Raber, Clifford H. Custodian	Common	S Jan/84 --		G 1		23	887 4
MESA PETROLEUM CO.	Batchelder, David H.	Common	S Jan/84			296		7598
	Causey, Marion E.		S Jan/84			285		33155
	Pickens, Jr. Thomas B. Family		DS Jan/84 Jan/84 --		G 1	4905	30065	916750 1500
METALORE RESOURCES LIMITED	Winter, Hugh A.	Common	S Feb/84			500		10000
MIDLAND DOHERTY FINANCIAL CORPORATION	Aynsley, Brock O. T.	Common	S Jan/84				1000	1000
	Eisner, Robert Louis-Yves		S Jan/84			100		1600
	Fritz, Joseph K.		S Jan/84			4500		20000
	Walter, David B.		S Jan/83			500		10000

REPORTING ISSUER MOLSON COMPANIES LIMITED, THE	INSIDER	SECURITY Class A	REL 'N DI	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
	Bassford, Howard E.		DI	1983		143		215
	Broden, T. Connell		DI	1983		202		376
	Coward, Conrad S. Indirect Holdings		DI	-- 1983	1	172		273
	Cross, Ivan A.		S	1983		263		383
	Deeks, Harley R.		DI	1983 Jan/84		66	4800	687
	Gluck, Wolfgang J.		S	1983 Jan/83 Jan/83	X	251 2000	4000	10274
	Jupp, George A.		DI	--	IR			113
	Kitamura, Ronald K. Share Ownership Plan		DI	-- 1983	1	243		243
	Nicholson, John J.		DI	1983		364		527
	Pemberton, Malcolm W. Indirect Holdings		DI	-- 1983	1	352		493
	Perry, John		DI	1983		255		225
	Regimbal, Louis-Joseph		S	--	IR			388
	Samson, Roger		S	--	IR			89
	Sinclair, Lawrence R.		S	1983		638		934
	Trimble, Eric C.		DI	1983		145		224
	Walker, James E.		DI	1983		185		275
MONENCO LIMITED	Demers, Arthur S. Arthur S. Demers Consultants Ltd.	Common	DI	--				
MONTREAL TRUSTCO INC.	Genest, Jacques	Series A Common		Jan/84	1		5000	500
MOTHER'S RESTAURANTS LIMITED	Martino, Michael J. RRSP Trust	Common	S DISI	-- Jan/84 --		1250 2300		3000 2839 7240 2108

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NATIONAL BANK OF CANADA	Brooks, Harvey L.	Common	S	1983		38		369
	Fortier, Rene		S	Jul/83			563	200
	Jasmin, Claude		S	Dec/83		290		822
	Latreille, Andre		D	Jan/84			9349	39613
NATIONAL SEA PRODUCTS LIMITED	Bell, Joel I.	Common A	D	--	IR			100
NATIONAL RESOURCE EXPLORATIONS LTD.	MacDonald, Alexander J.	Common	DS	Jan/84		3300		
	A.J. MacDonald Holdings Ltd.			Jan/84			50	324450
				--	1			120000
NATIONAL TRUST COMPANY, LIMITED	Charron, Andre	Common	D	1983		100		700
NEARCTIC RESOURCES INC	Sullivan, Patrick J.	Common	DS	Jan/84		8000		19000
NEW COLONY ENERGY CORPORATION	Driscoll, John F.	Common	DSB	--				
	J.F. Driscoll Investment Corporation			Sept/83	1		100000	
				Oct/83	1	25000		
				Oct/83	1		25000	
				Nov/83	1	1850		
				Dec/83	1	2700		
				Jan/84	1	4400		8950
	Driscoll, John F.	Special	DSB	--				
	J.F. Driscoll Investment Corporation			Oct/83	1	25000		
				Oct/83	1		25000	---
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	Steele, Harold R.	Common	D	Dec/83			1000	---
NEWMEX GOLD RESOURCES INC.	Rash, Mark.	Common	B	--				
	M. Rash Co. Ltd.			Jan/84	1	250		621475
NOMA INDUSTRIES LIMITED	Meerkamper, Meinrad C.	Class A	S	Dec/83	E		200	10875
NORANDA MINES LIMITED	Grose, B. Harrison	Common	S	1983		41		2755
NORCEN ENERGY RESOURCES LIMITED	Barkwell, Donald D.	Non-Voting Ordinary	DS	--				3230

REPORTING ISSUER
NORCEN ENERGY RESOURCES
LIMITED
(Continued)

INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
Barkwell, Donald D. Employee Savings Plan	Non-Voting Ordinary	DS	1983	1	3146		3146
Barkwell, Donald D. Employee Savings Plan	Voting Ordinary	DS	-- 1983	1	361		3230 2978
Battle, Edward G.	Conv. Jr. Pref. Series B	S	Feb/84		15700		15700
	Non-Voting Ordinary		1983		694		23562
	Voting Ordinary		1983	T	694		23332
Leroux, Jean-Jacques	Conv. Junior Preference Series B	S	Feb/84		7500		7500
Loucks, Wilfrid A.	Conv. Jr. Pref. Series B	S	Feb/84		5000		5000
MacDonald, Evelyn M.	Non-Voting Ordinary	S	1983		121		562
	Voting Ordinary		1983		87		528
Newhouse, Wayne M.	Conv. Junior Preference Series B	S	Feb/84		6000		6000
	Non-Voting Ordinary		1983		279		1435
	Voting Ordinary		1983		128		1294
Palmer, Paul H.	Conv. Jr. Pref. 1983 Series	S	Feb/84		6700		6700
	Non-Voting Ordinary		--				2389
Employee Savings Plan Greypalm Investments Limited			1983	1	347		1383
			--	1			617
Palmer, Paul H. Employee Savings Plan	Voting Ordinary	S	-- 1983	1	251		2389 1287

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NORCEN ENERGY RESOURCES LIMITED (Continued)	Palmer, Paul H. Greypalm Investments Limited	Voting Ordinary	S	--	1			617
	Singer, Gordon B.	Conv. Junior Preference	S	Feb/84		4000		4000
		Non-Voting Ordinary		1983		131		1352
		Voting Ordinary		1983		28		1249
	Wood, Arthur L.	Conv. Junior Preference Series B	S	Feb/84		5000		5000
	Yarnell, John R.	Non-Voting Ordinary	D	Jan/84		90		100
		Voting Ordinary		Jan/84			10	---
NORTHERN AND CENTRAL GAS CORPORATION LIMITED	Norcen Energy Resources Limited	3rd Pref. B	B	Jan/84	R		960	67228
NORTHERN TELECOM LIMITED	Merrills, Roy Investment Plan	Common	DI	-- Jan/84	1		217	---
	Tropea, Orland		DI	Feb/84		200		200
NORTHERN TELEPHONE LIMITED	Archer, J. Dean	Common	D	Jan/84			1	---
	Brunelle, Rene		D	Jan/84			1	---
	Crawford, France		DS	Jan/84 Jan/84	X	52500	20000	60500
	Jarvis, Daniel O.		D	--	IR			1
	Lavigne, J. Conrad		D	Jan/84			1	---
NORTHLAND BANK	Beber, Monty C. Caramonte Management Limited	Common	D	--				
				--	IR1			55000
NOVA, AN ALBERTA CORPORATION	Baugh, James E.	Common	D	1983		45		832
	Dube, George	Securities	S	--	IR			---

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NOVA, AN ALBERTA CORPORATION (Continued)	Feick, John E.	Common	S	1983		1761		62661
	Flynn, Peter C. RBSP		S	1983		936		2017 100
	Hartwick, Bruce G.		S	1983	1	1200		4927
	Howard, William A.	Class A	D	1983		927		7551
	McKinnon, Frederick A.	Common	D	1983		229		4188
	Milner, Richard C.		S	1983		1360		8066
				1983	T	182		
	Molyneaux, Richard A.		S	1983		1092		5524
	Papworth, Ian G.	Common	S	Jan/84		52500		
				Jan/84			20000	67500
NOWSCO WELL SERVICE LTD.	Elser, William A.	Common	D	Jan/84		500		500
	Brown, Curt W. Amended	Class A	S	1983		136		15253
OAKWOOD PETROLEUMS LTD.		Common		1983		1171		16288
	Ekstrom, Brian S. Amended	Class A	DS	Aug/83		14		215811
				Sept/83		14		215825
				Nov/83		7		215832
				Dec/83		15		215847
				1983		274		216121
				Feb/84		1481		218183
	Brian Ekstrom Management Ltd.			Feb/84	1	296272		296272
	Ekstrom, Brian S. Amended	Common	DS	Aug/83		14		215811
				Sept/83		14		215825
				Nov/83		7		215832
				Dec/83		14		215846
				1983		2337		218183
	Ekstrom, Brian S.	Warrants	DS	Feb/84		494		217602

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
OAKWOOD PETROLEUMS LTD. (Continued)	Ekstrom, Brian S. Brian Ekstrom Management Ltd.	Warrants	DS	Feb/84	1	98757		98757
	Germond, Kenneth W	Class A	DS	1983		204		40049
		Common		1983		1740		41585
OCCIDENTAL PETROLEUM CORPORATION	Berger, Martin NMN	Common	S	Jan/84			2332	7974
	Thrift Plan Child			--	1			6884
				--	1			33
OLD CANADA INVESTMENT CORPORATION LIMITED	Beatty, David S.	Common	D	--				1853
	RSP wife			--	1			64541
				Feb/84	1	500		11651
OTTER DORCHESTER INSURANCE COMPANY LIMITED	Vandenbergh, Andre	Common	DS	Jan/84		300		3100
PACIFIC CASSIAR LIMITED	Greig, John A.	Class A	DS	Jan/84			5000	199077
PALOMA PETROLEUM LTD.	Adams, Robert J. Paloma Holdings Canadian American Compass of Canada	Common	B	--	1			7871988
				Jan/84	1	15100		43332
				--	1			1480
PANHANDLE EASTERN CORPORATION	Newsom, Horace R.	Common	S	Jan/84			1101	---
PARKLAND INDUSTRIES LTD.	Chapman, Thomas H. RRSP	Common	DS	--				9000
				--	IR1			9000
PE BEN OILFIELD SERVICES LTD.	Truant, Alfio L.	Common	D	--	IR			90000
	Shipka, Edward L.	Common	D	Feb/84			1000	6000
PENN WEST PETROLEUM LTD.	Pennant Resources Limited	Common	B	Feb/84			4136860	---
PENNZOIL COMPANY	Atwood, George E. E.F. Hutton Co. Stock Plan	Common	S	--	1			26356
				--	1	2050		4053
				1983				19579
	Barber, Jr. Perry O. Stock Plans wife	DS		--	1			7881
				1983		525		2149
				--	1			21
	Bourne, Douglas J.		D	Jan/84		539		

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PENNZOIL COMPANY (Continued)	Bourne, Douglas J.	Common	D	1983		527		18606
	Stock Plans			1983	1	1699		7403
	Bybee, William C. Stock Plan		S	Jan/84 1983	M 1	226 591		6088 2148
	Fridge, Clifton H. Stock Plan			Jan/84 1983	M 1	224 688		389 2230
	Howe, Richard J. Stock Plans		S	-- 1983			1038	2678 2918
	Luke, Norman J. Stock Plan Wife		S	-- 1983 Dec/83			2461 150	11142 22965 562
	Zausner, L. Andrew Stock Plan		S	-- 1983 1984			146 12	249
PETROCO OF TEXAS, INC.	Paschall, Jim B.	Common	B	--	IR			883334
	Threshold Development Company		B	Dec/83			883334	---
PINETREE EXPLORATIONS LIMITED	Rawlings, Frank S. Amended	Common	DS	Nov/83		154197		
	Francisco Petroleum Enterprises Inc.			Nov/83			40000	508547
	Thomas, Craig D.	Common	D	--	J IR			229197
PLEXUS RESOURCES CORPORATION	Segal, Michael	Common	DS	Nov/83 Jan/84		700 500		12639
POPULAR INDUSTRIES LIMITED	Lage Investments Limited			--	1			1703 2203
QUAKER OATS COMPANY, THE	Haarlow III, A. William	Common	S	Jan/84 Jan/84	X	6050	600	699896
	Kozitka, Richard E. Other Indirect		S	Jan/84 --	G 1		20	8650
	Whittmer, Donald G.		S	Jan/84			800	510 939
QUEENSTON GOLD MINES LIMITED	Gish, Norman R.	Common	D	--				650

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
QUEENSTON GOLD MINES LIMITED (Continued)	Gish, Norman R. RRSP	Common	D	--	IR1			400
RANGER OIL LIMITED	Dingle, Walter B.	Common	D	Oct/83		1000		5200
REED STENHOUSE COMPANIES LIMITED	Gyles, Cedric G. E.	Common A	D	Jan/84			272	
				Feb/84			2	19889
REGAL GOLDFIELDS LIMITED	Bannerman, Douglas E. Amended Other Indirect	Common	DSB	Dec/83		100000		203000
				--	1			2622000
REICHHOLD LIMITED	Adams, Robert J.	Common	S	1983	T	47		15930
REITMAN'S (CANADA) LIMITED	Blumenstein, L. Michael Essjayar Corporation	Class A	S	Jan/84	T	120		120
				--	1			1380
	Rheault, Jacques	Securities	S	--	IR			---
ROCKWELL INTERNATIONAL CORPORATION	Anderson, Robert Wife	Common	DS	Jan/84	Z	27249		154831
				--	1			400
	Earley, Jerome A. Held as Custodian		S	Jan/84	Z	4087		30025
				--	1			300
	Hello, Bastian		S	Jan/84	Z	4904		17870
	Roscia, John J.		S	Jan/84	Z	8174		20896
	Walker, Martin D.		DS	Jan/84	Z	14305		53905
ROGERS CABLESYSTEMS INC.	Clasen, Robert B.	Class B	S	Jan/84			4000	31915
RONYX CORPORATION LIMITED	Dragone, A. George RRSP Lyndhurst Management Ltd.	Common	DS	-- Jan/84	1	45000		50000
				Jan/84	1	32500		32500
ROYAL BANK OF CANADA, THE	Thomson, Peter N.	Common	D	Nov/83		428		7009
	Wesley, Angus Reginald MacDonald		S	1983		358		1277
ROYAL TRUSTCO LIMITED	Forest, Andre Management Share Purchase Plan	Class A	D	--				1113
				Jan/84	1	5000		5000

REPORTING ISSUER ROYAL TRUSTCO LIMITED (Continued)	INSIDER Sneddon, Ian D.	SECURITY Class A	REL'N S	TRANS DATE Feb/84	TYPE	BOUGHT OR		MONTH-END HOLDINGS
						ACQUIRED	SOLD OR DISPOSED	
						125		9554
	Traquair, Robert S.		S	Jan/84 Feb/84		5000	3151	5000
SCEPTRE RESOURCES LIMITED	Ambrose, Ronald W. Employee Savings Plan	Common	S	-- 1983	1	560		560
	Ambrose, Ronald W.	Option	S	Nov/83		20000		20000
	Dickson, Thomas W. Employee Savings Plan	Common	S	-- 1983	1	479		1959
	Dickson, Thomas W.	Option	S	Jan/84		1800		8500
	Emes, Allen F. Employee Savings Plan	Common	S	-- 1983	1	580		2457
	Emes, Allen F.	Option	S	Jan/84		3000		20700
		Second Pref. Series A		--				
	Employee Savings Plan			1983	1	18		726
	Freeman, Gary W. Employee Savings Plan	Common	S	-- 1983	1	587		2500 3114
	Freeman, Gary W.	Option	S	Jan/84		2000		13700
	Gusella, Richard A. Wife	7% Conv. Pref. Series A	DS	Nov/83		88		3536
				--	1			1000
	Gusella, Richard A.	Common	DS	1983		1401		206410
	Johnston, Gordon H.	Option	S	Jan/84		2000		23700
	Patterson, Carol G. Employee Savings Plan	Common	SI	-- 1983	1	228		215 903
	Stan, Kenneth R. Employee Savings Plan		S	-- 1983	1	353		1968
	Stan, Kenneth R.	Option	S	Jan/84		1200		10600
	Weber, Stanley G. Employee Savings Plan	Common	S	-- 1983	1	578		2927

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SCEPTRE RESOURCES LIMITED (Continued)	Weber, Stanley G.	Option	S	Jan/84		3000		14700
SCOTT PAPER LIMITED	Guay, Serge	Common	S	Jan/84 Jan/84	X	600	600	---
SEAWAY MULTI-CORP. LIMITED	Benlevy Corporation Limited	Common	B	Jan/84		100		367742
	Peplevy Corporation Limited		B	Jan/84		100		222114
SEEMAR MINES LIMITED	Belisle, Omer L.	Warrants		Jan/84			10000	3357
		Common	D	Jan/84			20000	543000
SELKIRK COMMUNICATIONS LIMITED	Clayton, Ronald	Class A	D	Feb/84		500		500
		Class A Warrants		Feb/84		250		250
SHADOWFAX RESOURCES LTD.	Exton, Leonard R.	Common	D	Nov/83 Jan/84		2000	3000	---
	Pearson, Gerald E.		D	--	IR			19200
SHELL OIL COMPANY	Dillard, Jr. Robert G.	Common		Feb/84	X	502		3037
	Wise, William T.		S	--	IR			406
SILVERTON RESOURCES LTD.	Anderson, William J. RRSP Personal Holding Company	Common	DS	-- Jan/84		2000		1400 3400
	Frame, Murray M Wyn Cal Resources Ltd.		DS	-- Jan/84				4000 500 14122
LA SOCIETE MINIERE LOUVEM INC.	Ferland, Laurent	Common	DS	Jan/84		100		101
SORREL RESOURCES LTD.	Hodge, Robert W. Osler, Wills Bickle	Common	DB	Dec/83 Dec/83	G G		10000 50000	---
								1200202
SPAR AEROSPACE LIMITED	Neville, John	Subordinate Voting	S	Jan/84		350		350
	Pollock, Robert D.		S	Feb/84		10000		1913

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
STANDARD OIL COMPANY (INDIANA)	Addy, Frederick S.	Common	S	Feb/84		5130		8046
	Morrow, Richard M.		D	Apr/83	G		500	23142
	Saathoff, Frederick J.		S	Jan/84	F	231		1075
STATES EXPLORATION LTD.	Leach, Peter A.	Common	S	Jan/84		8000		8000
STRAND OIL & GAS LTD.	Carr, Brian E.	Common	S	Feb/84		10000		34000
	Gieck, Dennis R.		S	Feb/84		49000		205500
	Hodgson, William L.		S	Feb/84		28000		107800
	Khadr, Abdel-Aziz Mohamad		S	Feb/84	X	10000		52000
	Snowdon, Donald M.		S	Feb/84		28000		105500
	Wright, Graham		S	Feb/84	X	28000		104300
SULPETRO LIMITED	Rae, John A	Class B	D	--	IR			1000
	Van Wielingen, Gus A. Other Indirect		DSB	Dec/83		615		5131
			--	--	1			126930
SYDNEY DEVELOPMENT CORPORATION	Pidduck, Geoffrey D.	Common	SI	Jan/84			1500	255
	Rye, Malcolm M.		S	--	IR			138025
TENNECO INC.	Bernacki, Edward J. Thrift Plan Son	Common	S	-- Jan/84 --	1 1	16		85 50
	Blakely, Robert T. Thrift Plan		S	-- Jan/84	1	36		703
	Daniels, H. E. Thrift Plan ADRS Plan Son		S	-- Jan/84 -- --	1 1 1	32		100 5126 51 5
	Diesel, John P. Thrift Plan By Wife as Trustee for Son		DS	Jan/84 -- Jan/84	1		400	12539 9138
					1	100		1062

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TENNECO INC. (Continued)	Diesel, John P. By Wife as Trustee for Daughters	Common	DS	Jan/84	1	300		2999
	Ewell, Jr. Vincent F. Thrift Plan		S	-- Jan/84	1	42		3596
	Ketelsen, James L. Co-trustee of Trust Thrift Plan		DS	-- -- Jan/84	1 1	77		19500 264 9621
	Marks, Raymond H. Thrift Plan		S	-- Jan/84	1	67		4000 12027
	Menikoff, Peter Thrift Plan		S	-- Jan/84	1	20		212 115
	Meyer, M. W. Thrift Plan		S	-- Jan/84	1	42		6769
	Miller, Robert H. Thrift Plan		S	-- Jan/84	1	39		771 4450
	Otto, Kenneth L. Thrift Plan		S	-- Jan/84	1	15		662
	Park, Jr. Tracy S.		S	Jan/84			200	21
	Reese, Kenneth W. Thrift Plan		DS	-- Jan/84	1	95		4918
	Robinson, Richard A. Wife Thrift Plan		S	-- -- Jan/84	1 1	40		362 300 3602
	Sapp, Walter W. Thrift Plan		S	-- Jan/84	1	34		2181
	Sitter, William H. Thrift Plan		S	-- Jan/84	1	41		2597
	Tunnell, Byron Thrift Plan		S	-- Jan/84	1	32		1000 3011
TERRA MINES LTD.	Evans, Robert A. Other Indirect	Common	DS	Jan/84 Jan/84	T T 1	5715 367		120021 7710
	Kockew, W. G.			Jan/84		430111		430111

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TERRA MINES LTD. (Continued)	Kockew, W. G. Other Indirect	Common		Jan/84	1	33907		712050
TEXAS EASTERN CORPORATION	Buflin, I. D. Stock Plan	Common	DS	Jan/84	1	50		9603 5051
TIVERTON PETROLEUMS LTD.	Lowden, Donald B. Bladen Consultants Ltd.	Class A	D	Jan/84	1	23500		23500 326500
TORONTO-DOMINION BANK	Campbell, Donald G.	Common	D	Jan/84		11241		89922
	King, Douglas A.		S	Jan/84 Jan/84	F	80 105		740
	McIntosh, William G.		S	1981		105		105
TORONTO SUN PUBLISHING CORPORATION, THE	Jelenic, Robert M. Other Indirect Share Purchase Plan	Common	S	--				24797
TRACKER RESOURCES INC.	Howe, William H.	Common	D	--	IR			5000
TRANS-WESTERN EXPLORATION INC.	Langston, Jr. Joseph F.	Common		Nov/83			11750	180050
TRANSCANADA PIPELINES LIMITED	Monty, Jean C.	Common	S	--	IR			100
TRANSALTA RESOURCES CORPORATION	Halpen, Michael J. RRSP	Class A Warrant	--					8
	Halpen, Michael J. RRSP	Class B Warrant	Feb/84	1		14		---
TREASURE VALLEY EXPLORATIONS LTD	Compagnie Bancaire Pour L'Industrie	Common	B	--	IR			4139898
TRI-ARC ENERGY LIMITED	Deacon, Donald C.	Common	DI	Jan/84		47000		44000
TRI-STAR RESOURCES LTD	Falconer, Ian A.	Common	D	Jan/84		5000		11000
TRIMAC LIMITED	Estate of Roger Woodrow McCaig, The McCaig, Maurice W. Mo-Mac Investments Ltd.	Common	B	Feb/84		50000		2401675
			DS	-- Feb/84	1	60000		1200 2337400

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRIZEC CORPORATION LTD.	Stephenson, Tom	Class A Subordinate Voting	S	--				
	Moncal & Co.			Feb/84	1	1000		
				Feb/84	1		2000	21000
	Stephenson, Tom	Class B Ordinary	S	--				
TRU-WALL GROUP LIMITED	Moncal & Co.			Feb/84	1		1000	21000
	Stephenson, Tom	Senior Pref.	S	--				
	Moncal & Co.			Feb/84	1		100	3100
	Ursini, Leonard A.	Common	DS	--				
ULTRAMAR PLC.	Ursini Bros. Limited			Jan/84	1	1350		23139
	Leonard Ursini			Jan/84	1			88834
	Investments Limited			--	1			55900
	Ursini, Maurice M.		DS	--				
UNICAN SECURITY SYSTEMS LTD.	Ursini Bros. Limited			Jan/84	1	1350		11692
	Ducharme, Robert O.	Ordinary	S	Jan/84	X	10500	6334	4266
	Unican Security Systems Ltd.	Common		Dec/84	R		20000	
				Dec/84	M		200	2000
UNICORP CANADA CORPORATION	Adams, John W.	Class II Pref. Series A	DI	--	IR			40000
	Beck, Howard L.	\$0.80 Cum. Conv Class A Pref. Series A	DI	--	IR			57500
	Rafelman, Donald	Pref. Class A Series 11	D	--				
	Fallbrook Holdings			Dec/83	E 1	3625		
UNITED STATES STEEL CORPORATION				Jan/84	E 1	10554		14179
	Bell, Drummond C.	Common	S	Jan/84		185		638
	Corry, Charles A.		S	Jan/84		240		908
	Frick, Donald K.		S	Jan/84	X	8		1500
UNITED STATES STEEL CORPORATION				Jan/84		429		
	Getty, William P.		S	Jan/84		241		1224

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
UNITED STATES STEEL CORPORATION (Continued)	Haase, Harold C.	Common	S	Jan/84		353		353
	Horne, Charles D.		S	Jan/84			63	---
	McGilllicuddy, John F.	Securities		--	IR			---
	Mulloney, Peter B.	Common	S	Jan/84		356		1766
	Valli, Louis A.		S	Jan/84			225	316
UNITED TIRE & RUBBER CO. LIMITED	Watt, George S.	1st Pref.	D	--				
	RRSP			Jan/84	1		600	400
	Watt, George S.	Common	D	--				
	RRSP			Jan/84	1	2500		4000
	Watt Corporation			--	1			5000
VERSATILE CORPORATION	Morris, George A.	Class A	S	1983	T	2		7563
		Class B		1983	T	2		2617
	Morris, Helen	Class A		1983	T	4		314
		Class B		1983	T	4		314
	Versatile Corporation	Preferred		Jan/84		5100		
				Jan/84	R		3300	166900
VILLACENTRES LIMITED	Purves, Norman W.V.	Common	S	Jan/84			60	---
	Purvad Corp.			Jan/84	1		13360	---
HIRAM WALKER RESOURCES LTD.	Currier, Wayne C.	Common	SI	1983		18		255
	Gieruszczak, Thaddeus E.		SI	1983		15		12000
	Stock Purchase & Savings Plan			--	1			260
	Wife			--	1			500
	Powell, David E.	8-1/2% Deb. due Jan. 15/94	SI	Dec/83		\$10000		\$10000
	Tremain, Edward W. H.	791/2% Pref.	S	--				
	Son			1983	T	1		12
	Daughter			--	1			10
	Tremain, Edward W. H.	Common	S	1983		287		3714

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HIRAM WALKER RESOURCES LTD. (Continued)	Tremain, Edward W. H. Wife	Common	S	--	1			41
	Waugh, Glen T.		SI	1983	T	32		1512
	Wilder, William P. E. W. Bickle Foundation		D	1983		608		42554
			--	--	1			2000
WALWYN INC	Brimacombe, Ronald A.	Common	S	Feb/84			2900	70000
		Warrants		Feb/84			2500	---
WESTERN PULP LIMITED PARTNERSHIP	Rogstad, Ronald K.	Units	DS	--	IR			50
WESTMIN RESOURCES LIMITED	Verveda, H. William Trustee	Common	S	Jan/84 Jan/84	X	1000	1300	800 162
			--	--	1			
WESTMOUNT RESOURCES LTD.	Fitzpatrick, David R.	Common	DS	Jan/84			2000	191787
GEORGE WESTON LIMITED	Franklin, Ivan R.	Common	S	Feb/84	X	400		1725
	Green, Stewart E. RRSP			jan/84 --		400		500 100
			--	--	1			
WITCO CHEMICAL CORPORATION	Cohen, Seymour	4 1/2% Conv. Sub. Deb. due 12/15/93	S	Jan/84	E		\$5000	---
		Common		Jan/84	E	225		11508
	Golubock, Harvey L.		S	Jan/84	X	1000		100
	Katz, Gerald		S	Jan/84 Jan/84		1647	800	2459
	Seward, Robert J.		S	Jan/84		100		100
WORLDWIDE ENERGY CORPORATION	Whitman, Paul M.	Securities	D	--	IR			---
YORK RESOURCES N. L.	Deacon, Donald C.	Common	DI	Jan/84			98000	100200
YVANEX DEVELOPMENTS LIMITED	Fulop, William J.	Common	DS	Jan/84		2000		4000
ZAVITZ TECHNOLOGY INC	Kuzak, Peter Amended	Class A Pref.	DS	--				

REPORTING ISSUER	INSIDER	SECURITY	REL.'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ZAVITZ TECHNOLOGY INC (Continued)	Kuzak, Peter Amended Kuzak Associates Ltd.	Class A Pref.	DS	Jul/83 Oct/83	1 1	50000 5000		55000
	Kuzak, Peter Amended Kuzak Associates Ltd.	Class B Pref.	DS	--				
	Kuzak, Peter Amended Kuzak Associates Ltd.	Common	DS	Jul/83 Oct/83	1 1	67500 7250		74750
	Kuzak, Peter Amended Kuzak Associates Ltd.	Common	DS	--				
	Simmons, Robert A. Amended Haddow Holdings Ltd.	Class A Pref.	DS	Jul/83 Oct/83	1 1	300000 50000		762000
	Simmons, Robert A. Amended Haddow Holdings Ltd.	Class B Pref.	DS	--				
	Simmons, Robert A. Amended Haddow Holdings Ltd.	Common	DS	Jul/83 Oct/83 Oct/83	1 1 1	67500 67500 7250		74750
	Simmons, Robert A. Amended Haddow Holdings Ltd.	Common	DS	--				
	Simmons, Robert A. Amended Haddow Holdings Ltd.	Common	DS	Jul/83 Oct/83	1 1	300000 50000		762000

REPORT UNDER SECTION 113 OF THE ACT

<u>MANAGEMENT COMPANY</u>	<u>SELLER</u>	<u>PURCHASER</u>	<u>DATE OF TRANSACTION</u>	<u>NATURE OF TRANSACTION</u>
MIDLAND DOHERTY LIMITED		Resources of Canada Fund	Jan/84	
"	Resources of Canada Fund		Jan/84	

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Feb. 01, 1984	Bray, Susan G.	609 AVENUE ROAD LIMITED COMMON SHARES	\$102,500	109 shares
Feb. 13, 1984	130338 Canada Inc.	ACCUGRAPH CORPORATION DEMAND SECURED PROMISSORY NOTE	800,000	One
Dec. 01, 1983	Craig, John A.	CAPTAIN CONSOLIDATED RESOURCES LTD. - UNITS	5,000	1 units
"	Delong, E. D.	"	"	1 "
"	Hudson, Michael G.	"	"	1 "
"	Kesco, John H.	"	"	1 "
Feb. 13, 1984	Esso Resources Canada Limited	COMPUTER INNOVATIONS DISTRIBUTION INC. DEMAND DEBENTURE	5,500,000	One
Jan. 30, 1984	Kraft, O.; Bryson, W.; Walker, J.; Awender, R.;	CONESTOGA BRIDGE CAPITAL CORP. CLASS J SPECIAL SHARES	80,000	80 shares
Feb. 15, 1984	Silber, Allan	COUNSEL TRUSTCO CORPORATION COMMON SHARES	100,000	85,000 shares
Feb. 16, 1984	CDFC Financial Services Limited	COUNSEL TRUSTCO CORPORATION UNITS	2,500,000	25 units
Jan. 31, 1984	572532 Ontario Limited	EAGLE AMERICAN DIVERSIFIED HOLDINGS INC. - COMMON SHARES	200,000	200,000 shares
"	Gordon-Daly Grenadier Limited	"	100,000	100,000 shares
"	Jack Bloomberg, in Trust	"	158,000	158,000 shares
"	Kay Rotman, in Trust	"	162,000	162,000 shares
"	Ruzzi, Joseph and Linda	"	100,000	100,000 shares

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Jan. 31, 1984	Sidney Green, in Trust	EAGLE AMERICAN DIVERSIFIED HOLDINGS INC. - COMMON SHARES	\$280,000	280,000 shares
Jan. 13, 1984	Zeilstra, Mark	EVERGREEN ENERGY RESOURCES INC. - COMMON SHARES	105,000	700,000 shares
Feb. 13, 1984	Kasdorf, Gerhard	GENERAL AMERICAN TECHNOLOGIES INC. - CLASS A SHARES	270,000	192,857 shares
"	Litschke, Gary	" "	730,000	521,429 shares
"	Young, H. James	" "	300,000	214,285 shares
Feb. 08, 1984	AGF HiTech Fund Ltd.	GLENAYRE ELECTRONICS LTD. COMMON SHARES	300,000	30,000 shares
"	Canada Life Assurnace Company, The	" "	1,000,000	100,000 shares
"	Mu-Cana Investment Counselling Limited - c/o The Canada Trust Company A/C 09-151020-0	" "	245,000	24,500 shares
"	Mu-Cana Investment Counselling Limited on behalf of Account no. 261-580-40 of Canada Permanent Trust Company	" "	100,000	10,000 shares
"	Mutual Life Assurance Company, The	" "	605,000	60,500 shares
"	Royal Trust Corporation of Canada In Trust For A/C 607553	" "	200,000	20,000 shares
Feb. 09, 1984	Nesbitt Thomson Bongard Inc.	HUNTEC (70) LIMITED DEMAND NOTE	1,500,000	\$1,500,000

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Feb. 15, 1984	Ayers, Edward A.	INTERNATIONAL PHASOR TELCOM LTD. - 1984 SCIENTIFIC RESEARCH DEBENTURE	\$100,000	\$100,000
"	Buczynski, Frank	"	"	\$100,000
"	Davis, Ralph B.	"	"	\$100,000
"	Holding, John D.	"	"	\$100,000
"	O'Connor, Dennis R.	"	"	\$100,000
"	Oughtred, A. Winn	"	"	\$100,000
"	Somerville, William L. N.	"	"	\$100,000
"	Sweeney, Terrance A.	"	"	\$100,000
Jan. 31, 1984	Graco Canada Inc. Employees Retirement Plan	MCLEAN BUDDEN POOLED PENSION FUND - UNITS	301,226	1 units
Jan. 31, 1984	Natio-Valeurs	MILNER CONSOLIDATED SILVER MINES LTD. - COMMON SHARES	750,000	1,000,000 shares
Feb. 13, 1984	Esso Resources Canada Limited	NABU NETWORK CORPORATION SCIENTIFIC RESEARCH DEMAND DEBENTURE	10,000,000	\$10,000,000
Dec. 30, 1983	Baker, Gerald	OLDE YORK PLACE II LIMITED PARTNERSHIP - UNITS	100,000	1 units
"	Chasson, Martin	"	"	1 "
"	Cohen, Mel	"	"	1 "
"	Karabanow, Oscar	"	"	1 "
"	Lilker, Emmanuel S.	"	200,000	2 units

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Dec. 30, 1983	Lindzon, Martin	OLDE YORK PLACE II LIMITED PARTNERSHIP - UNITS	\$100,000	1 units
"	Wasserman, Gary	" "	"	1 "
Feb. 14, 1984	Nesbitt Thomson Bongard Inc.	PETRO-SUN INTERNATIONAL INC. SECURED PROMISSORY NOTE	2,750,000	\$2,750,000
Feb. 14, 1984	403372 Ontario Limited	RESOURCE SERVICE GROUP LTD., THE - COMMON SHARES	900,000	300,000 shares
"	Canadian Gas and Energy Fund Ltd.	" "	450,000	150,000 shares
"	Compagnie d'Assurance du Quebec	" "	150,000	50,000 shares
"	Daly Gordon Securities	" "	600,000	200,000 shares
"	Royal Insurance Company of Canada, The	" "	900,000	300,000 shares
Feb. 10, 1984	101830 Canada Inc.	SARLOS & ZUKERMAN FUND - UNITS	400,000	400 units
"	401721 Ontario Limited	" "	100,000	100 units
"	403372 Ontario Limited	" "	1,450,000	1,450 units
"	496953 Ontario Inc.	" "	1,800,000	1,800 units
"	573333 Ontario Inc.	" "	2,480,000	2,480 units
"	573335 Ontario Inc.	" "	2,000,000	2,000 units
"	ASDCO Holdings Inc.	" "	120,000	120 units
"	Basset Holdings Ltd.	" "	100,000	100 units
"	Bassett, Douglas G.	" "	"	100 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Feb. 10, 1984	Bell, Joel	SARLOS & ZUKERMAN FUND - UNITS	\$100,000	100 units
"	Betan Investments Inc.	"	"	100 "
"	Betrust Investment Corporation Ltd.	"	400,000	400 units
"	Brown, Baldwin Niskier Limited	"	100,000	100 units
"	Cairn Capital Inc.	"	"	100 "
"	Canadian General Insurance Company	"	165,000	165 units
"	Canadian General Life Insurance Company	"	125,000	125 units
"	Canwest Advisor Ltd.	"	100,000	100 units
"	Carrol, William John	"	"	100 "
"	Casaport Investments Limited	"	"	100 "
"	Central Trust Company	"	"	100 "
"	Concorde Management Company	"	"	100 "
"	Connacher, James R.	"	"	100 "
"	Counsel Trust Company	"	150,000	150 units
"	Donbarn Investments Limited	"	2,000,000	2,000 units
"	Econtech Ltd.	"	250,000	250 units
"	Epstein, Seymour	"	1,000,000	1,000 units
"	Fallbrook Holdings Limited	"	500,000	500 units

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Feb. 10, 1984	Financial Trust Company	SARLOS & ZUKERMAN FUND - UNITS	\$1,000,000	1,000 units
"	First City Financial Corporation Ltd.	" "	2,000,000	2,000 units
"	First Marathon Capital Corp.	" "	100,000	100 units
"	First Plazas Inc.	" "	150,000	150 units
"	Glasmar Holdings Ltd.	" "	100,000	100 units
"	Granofsky, David B.	" "	300,000	300 units
"	Grosfield, Dr. Irving N.	" "	100,000	100 units
"	Guaranty Trust Company of Canada	" "	200,000	200 units
"	Guaranty Trust Company of Canada	" "	500,000	500 units
"	Heaslip, William A.	" "	200,000	200 units
"	Hees International Corp.	" "	1,000,000	1,000 units
"	Horsham Securities Limited	" "	400,000	400 units
"	JCDO Holdings Inc.	" "	100,000	100 units
"	Johnson, Donald K.	" "	" "	100 "
"	K.R.B. Ventures	" "	300,000	300 units
"	Last, G. J.	" "	100,000	100 units
"	Lawrence, Jack	" "	" "	100 "
"	Levine, Michael A.	" "	" "	100 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Feb. 10, 1984	Lloydbrook Holdings Limited	SARLOS & ZUKERMAN FUND - UNITS	\$300,000	300 units
"	Markle Syndicate	"	200,000	200 units
"	Mason Marlin Ltd.	"	100,000	100 units
"	Matchett, J. Boyd	"	"	100 "
"	Matuzek, John	"	"	100 "
"	Metro Marketing West Ltd.	"	200,000	200 units
"	Morton Operations Ltd.	"	500,000	500 units
"	Ottawa Commercial Realties Ltd.	"	400,000	400 units
"	Robinson, Harvey S.	"	100,000	100 units
"	Roy-L Holdings Limited	"	500,000	500 units
"	Rudd, Edith A.	"	100,000	100 units
"	Sheff, Gerald	"	"	100 "
"	St. John Holdings Limited	"	200,000	200 units
"	Toronto General Insurance Company	"	110,000	110 units
"	Traders General Insurance Company	"	100,000	100 units
"	TRL Investments Limited	"	400,000	400 units
"	Vangus Resources Limited	"	100,000	100 units
"	Whitecastle Investments Limited	"	300,000	300 units

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE	AMOUNT
Feb. 10, 1984	Widdrington, Peter N.T.	SARLOS & ZUKERMAN FUND - UNITS	\$100,000	100 units
Feb. 08, 1984	Southam Inc.	SELKIRK COMMUNICATIONS LIMITED - UNITS	13,440,000	896,000 units
Feb. 15, 1984	Loblaws Limited	SPAR AEROSPACE LIMITED 1984 SCIENTIFIC RESEARCH NOTES	5,002,500	\$5,002,500
Jan. 14, 1984	Palm Dairies Limited	STAKE TECHNOLOGY LTD. SCIENTIFIC RESEARCH NOTE, PAYABLE ON DEMAND	750,000	\$750,000
"	Rolland Inc.	" "	1,000,000	\$1,000,000
Feb. 13, 1984	Le Groupe Commerce Compagnie D'Assurances	SYNERLOGIC INC. - DEMAND PROMISSORY ISSUER WITHOUT INTEREST	4,600,000	\$4,600,000
Jan. 26, 1984	Nesbitt Thomson Bongard Inc.	SYSTEMHOUSE LTD. - SECURED DEMAND DEBENTURES	6,000,000	1

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE	AMOUNT
Jan. 20, 1984	May. 12, 1983	National Trust Company Limited	ARBOUR CAPITAL RESOURCES INC. CLASS B COMMON SHARES	\$121,875	12,500 shares
Jan. 24, 1984	Jun. 15, 1983	Actra Retirement Savings Plan	BRAMALEA LIMITED 8% DEBENTURES	200,000	\$200,000
Jan. 24, 1984	Jun. 15, 1983	Avco Financial Services	"	100,00	\$100,000
Jan. 24, 1984	Jun. 15, 1983	Lakehead University Pension Plan	"	100,000	\$100,000
Jan. 24, 1984	Jun. 15, 1983	McGill University Pension Plan	"	350,000	\$350,000
Jan. 24, 1984	Jun. 15, 1983	Trent University Pension Fund	"	100,000	\$100,000
Jan. 30, 1984	Nov. 25, 1982	Canadian Anaesthetists' Mutual Accumulating Fund Limited	CANADIAN UTILITIES LIMITED CLASS A SHARES	12,250	1,000 shares
Jan. 30, 1984	Nov. 25, 1982	Graphic Communications Intern- ational Union Supplemental Retirement & Disability Fund	"	12,250	1,000 "
Feb. 07, 1984	"	"	"	12,250	1,000 "
"	"	"	"	31,850	2,600 "
Jan. 27, 1984	Nov. 25, 1982	Ironworkers Ontario Pension Fund	"	8,575	700 "
Jan. 30, 1984	"	"	"	3,675	300 "
Feb. 07, 1984	"	"	"	42,875	3,500 "
Feb. 07, 1984	Nov. 25, 1982	Simpsons-Sears Limited Guaranteed Retirement Income Plan	"	22,050	1,800 "
Feb. 08, 1984	"	"	"	67,375	5,500 "

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE	AMOUNT
Feb. 17, 1984	Nov. 18, 1982	Mutual Life Assurance Company of Canada	CANADIAN UTILITIES LIMITED CLASS B SHARES	\$72,275	5,900 shares
Feb. 10, 1984	Feb. 10, 1983	Canadian National Railway Company	UNION GAS LIMITED COMMON SHARES	27,600	2,400 shares

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

<u>SELLER</u>	<u>SECURITY</u>	<u>AMOUNT</u>
Pyke, Murray W.	COMAPLEX RESOURCES INTERNATIONAL LTD. COMMON SHARES	20,000 shares
Meredith, Paul E.	HOLMER GOLD MINES LIMITED - COMMON SHARES	25,400 "
Newlore Investments Ltd.	SCINTILORE EXPLORATIONS LIMITED - COMMON SHARES	37,200 "

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
ABITIBI-PRICE INC.	PRESS RELEASE
ABITIBI-PRICE INC.	EXEMPT FINANCING NOT
ACCORD RESOURCES INC.	FORM 27-MAT. CHANGE
ACCORD RESOURCES INC.	NAME CHANGE
ACKLANDS LTD.	SALES ENDED NOVEMBER
ACKLANDS LTD.	SALES FOR 1983
ACKLANDS LTD.	PRESS RELEASE
ACKLANDS LTD.	PRESS RELEASE
ACKLANDS LTD.	PRESS RELEASE
ADELINA RESOURCES LTD.	AUD. ANN. FIN. STMT.
AGF HITECH FUND LIMITED	IFS 20 WK DE 31 83
AGF MANAGEMENT LIMITED	FORM 28-ANN. FILING
AGGRESSIVE MINING LTD.	CHANGE DIRECTORS
AGRA INDUSTRIES LIMITED	T.S.E. MATERIAL
AIGUEBELLE RESOURCES INC.	PRESS RELEASE
ALBERTA NATURAL GAS COMPANY LTD.	EARNINGS FOR 1983
ALBERTA NATURAL GAS COMPANY LTD.	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALGOMA STEEL CORPORATION LIMITED	PRESS RELEASE
ALTEX RESOURCES LTD.	FORM 27-MAT. CHANGE
AMCA INTERNATIONAL LTD.	PRESS RELEASE
AMERICAN TELEPHONE AND TELEGRAPH COMPANY	FORM 8-K
ANDOVER RESOURCES LIMITED	CHANGE DIRECTORS
ANDRES WINES LTD.	IFS 9 MN DE 31 83
ANDROCK INC.	T.S.E. MATERIAL
ANDROCK INC.	MERGER-AMALGAMATION
ANDROCK INC.	FORM 27-MAT. CHANGE
ANDROCK INC.	MERGER-AMALGAMATION
ARC INTERNATIONAL CORPORATION	EXEMPT FINANCING NOT
ASSOCIATES CAPITAL CORPORATION	FORM 27-MAT. CHANGE
ATLANTIC RICHFIELD COMPANY	FORM 13(F)
AUGDOME CORPORATION LIMITED	CHANGE DIRECTORS
AUTOCROWN CORPORATION LIMITED	IFS 13 WK DE 31 83
AUTOMOTIVE HARDWARE LIMITED	T.S.E. MATERIAL
AUTOMOTIVE HARDWARE LIMITED	PRESS RELEASE
BANK OF NOVA SCOTIA	EXEMPT FINANCING NOT
BARRICK RESOURCES CORPORATION	NOTICE TO SHAREHOLDE
BARRICK RESOURCES CORPORATION	EXEMPT FINANCING NOT
BARRINGER RESOURCES INC.	PRESS RELEASE
BAXTER TECHNOLOGIES CORPORATION	EXEMPT FINANCING NOT
BAY MILLS LIMITED	PRESS RELEASE
BCI MANAGEMENT CORP.	IFS 6 MN DE 31 83
BCI MANAGEMENT CORP.	CERTIF. OF MAILING
BELGIUM STANDARD LIMITED	RULING/ORDER/REASONS

Xerographic and microfiche copies of these documents are available from:
Micromedia Ltd, 144 Front Street West, Toronto, Ontario M5J 2L7 (416) 593-5211

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
BELL CANADA	PRESS RELEASE
BLUESKY OIL AND GAS LTD.	PRESS RELEASE
BOMAC BATTEN LIMITED	PRESS RELEASE
BOMBARDIER INC.	PRESS RELEASE
BONANZA RESOURCES LTD.	PRESS RELEASE
BOOTS DRUG STORES (CANADA) LTD.	RULING/ORDER/REASONS
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BRALORNE RESOURCES LIMITED	EXEMPT FINANCING NOT
BRANDI-RIDGE RESOURCES LTD.	NAME CHANGE
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BRIDGEVIEW RESOURCES INCORPORATED	CHANGE DIRECTORS
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CABLESHARE INC.	T.S.E. MATERIAL
CABRE EXPLORATION LTD.	SHRHLDRS. MTNG. MAT.
CADILLAC FAIRVIEW CORPORATION LIMITED	PRIVATE PLACEMENTS
CADILLAC FAIRVIEW CORPORATION LIMITED	T.S.E. MATERIAL
CAMBRIDGE SHOPPING CENTRES LIMITED	T.S.E. MATERIAL
CAMFLO MINES LTD.	CHANGE DIRECTORS
CAMPBELL RESOURCES INC.	EXEMPT FINANCING NOT
CANABEC EXPLORATIONS LTD.	CERTIF. OF MAILING
CANADA CEMENT LAFARGE LTD.	T.S.E. MATERIAL
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CANADA TRUSTCO MORTGAGE COMPANY	PRESS RELEASE
CANADIAN CO-OPERATIVE CREDIT SOCIETY	IFS 12 MN DE 31 83
CANADIAN COMMERCIAL BANK	T.S.E. MATERIAL
CANADIAN GENERAL LIFE INSURANCE COMPANY	AUD. ANN. FIN. STMT.
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CANADIAN NEWNORTH RESOURCES LIMITED	FORM 27-MAT. CHANGE
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CANADIAN UTILITIES LIMITED	FORM 27-MAT. CHANGE
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CANADIAN UTILITIES LIMITED	PRIVATE PLACEMENTS
CANADIAN WORLDWIDE ENERGY LIMITED	PRESS RELEASE
CANAMAX RESOURCES INC.	T.S.E. MATERIAL
CANNON MINES LIMITED	CHANGE DIRECTORS
CANOLAN RESOURCES LTD.	APPLICATION
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CAPTAIN CONSOLIDATED RESOURCES LTD.	PRIVATE PLACEMENTS
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CHEYENNE PETROLEUM CORP. (N.P.L.)	PRESS RELEASE
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CIMARRON PETROLEUM LIMITED	PRESS RELEASE
CITADEL GOLD MINES INC.	AUD. ANN. FIN. STMT.
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CORPORATION FALCONBRIDGE COPPER	PRESS RELEASE
CORPORATION FALCONBRIDGE COPPER	PRESS RELEASE
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DAVIDSON TISDALE MINES LIMITED	SHRHLDRS. MTNG. MAT.
DELHI PACIFIC RESOURCES LTD.	T.S.E. MATERIAL
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FIRST CITY FINANCIAL CORPORATION LTD.	FORM 27-MAT. CHANGE
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FRANCO-NEVADA MINING CORPORATION LIMITED	CERTIF. OF MAILING
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INTERPROVINCIAL STEEL & PIPE CORPORATION	PRESIDENT'S ADDRESS
IOTECH CORPORATION LTD.	PRIVATE PLACEMENTS
IRVCO RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
IVACO INC.	EXEMPT FINANCING NOT
JAMIE FRONTIER RESOURCES INC.	T.S.E. MATERIAL
JAYHAWK ENERGY RESOURCES INC.	AUD. ANN. FIN. STMT.
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JONPOL EXPLORATIONS LIMITED	PRESS RELEASE

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JOURNEY'S END NUMBER FIVE PARTNERSHIP	PRELIMINARY STATEMEN
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KEG RESTAURANTS LTD.	PRIVATE PLACEMENTS
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TOMBIT RESOURCES LTD.	AUD. ANN. FIN. STMT.
TONKA RESOURCES INC.	CHANGE DIRECTORS
TOTAL PETROLEUM (NORTH AMERICA) LTD.	IFS 12 MN DE 31 83
TOTAL PETROLEUM (NORTH AMERICA) LTD.	FORM 27-MAT. CHANGE

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
TRANS-CANADA RESOURCES LTD.	TAKEOVER/FORM 35
TRANSCANADA PIPELINES LIMITED	PRELIMINARY REPORT Y
TRANSCANADA PIPELINES LIMITED	T.S.E. MATERIAL
TRANSCANADA PIPELINES LIMITED	PRESS RELEASE
TRILON FINANCIAL CORPORATION	PRESS RELEASE
TRILON FINANCIAL CORPORATION	PRESS RELEASE
TRILON FINANCIAL CORPORATION	PRESS RELEASE
TRIMAC LIMITED	T.S.E. MATERIAL
TRIMAC LIMITED	PRIVATE PLACEMENTS
TRITEX PETROLEUM CORP.	IFS 6 MN NO 30 83
TRITEX PETROLEUM CORP.	LET. TO SHAREHOLDERS
TRIZEC CORPORATION LTD.	T.S.E. MATERIAL
TUT ENTERPRISES INC.	T.S.E. MATERIAL
TWIN RICHFIELD OILS LTD.	T.S.E. MATERIAL
ULTRAMAR CANADA INC.	TRUST AGREEMENT
UNICORP CANADA CORPORATION	PRESS RELEASE
UNICORP CANADA CORPORATION	T.S.E. MATERIAL
UNICORP CANADA CORPORATION	T.S.E. MATERIAL
UNICORP CANADA CORPORATION	FORM 27-MAT. CHANGE
UNION GAS LIMITED	PRESS RELEASE
UNITED CANSO OIL & GAS LTD.	ANNUAL REPORT
UNITED CANSO OIL & GAS LTD.	SHRHLDRS. MTNG. MAT.
UNITED CANSO OIL & GAS LTD.	SHRHLDRS. MTNG. MAT.
UNITED CORPORATIONS LIMITED	IFS 9 MN DE 31 83
UNITED SISCOE MINES INC.	CHANGE DIRECTORS
UNITED WESTBURNE INDUSTRIES LIMITED	PRESS RELEASE
UNIVERSAL SAVINGS AMERICAN FUND	IFS 12 MN DE 31 83
UNIVERSAL SAVINGS EQUITY FUND LIMITED	IFS 12 MN DE 31 83
UNIVERSAL SAVINGS INCOME FUND	IFS 12 MN DE 31 83
UNIVERSAL SAVINGS JAPAN FUND	IFS 12 MN DE 31 83
UNIVERSAL SAVINGS NATURAL RESOURCE &	IFS 12 MN DE 31 83
VULCAN INDUSTRIAL PACKAGING LIMITED	PRESS RELEASE
WAFERBOARD CORPORATION LIMITED	T.S.E. MATERIAL
WALWYN INC.	IFS 3 MN DE 31 83
WARNACO OF CANADA LIMITED	IFS 12 MN DE 31 83
WELWOOD OF CANADA LIMITED	PRELIMINARY REPORT E
WEST HILL RESEARCH & DEVELOPMENT LIMITED	APPLICATION
WESTAR MINING LTD.	PRESS RELEASE
WESTBURNE INTERNATIONAL INDUSTRIES LTD.	10Q 3 MN DE 31 83
WESTBURNE INTERNATIONAL INDUSTRIES LTD.	PRESS RELEASE
WESTCOAST TRANSMISSION COMPANY LIMITED	PRESS RELEASE
WESTCOAST TRANSMISSION COMPANY LIMITED	PRESS RELEASE
WESTMIN RESOURCES LIMITED	PRIVATE PLACEMENTS
WHIM CREEK CONSOLIDATED N.L.	IFS 3 MN DE 31 83
WHITE STAR COPPER MINES LIMITED	OFFERING MEMORANDUM
WHITE STAR COPPER MINES LIMITED	OFFERING MEMORANDUM
WHITEBURN PRECIOUS METALS LIMITED	IFS 9 MN OC 31 83
WILANOUR RESOURCES LIMITED	CHANGE DIRECTORS

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
WORLDWIDE ENERGY CORPORATION	PRESS RELEASE
WORLDWIDE ENERGY CORPORATION	FORM 8-K
WORLDWIDE EQUITIES LIMITED	IFS 3 MN DE 31 83
WORLDWIDE EQUITIES LIMITED	APPLICATION
YORBEAU MINES INC.	AUD. ANN. FIN. STMT.
YORBEAU MINES INC.	CERTIF. OF MAILING
YORBEAU MINES INC.	LET. TO SHAREHOLDERS
YORBEAU MINES INC.	SHRHLDRS. MTNG. MAT.
ZAHAVY MINES LIMITED	APPLICATION

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CHAPTER 11

NEW ISSUE AND SECONDARY FINANCING

11.1 FINAL RECEIPTS ISSUED

11.1.1 LEIGH INSTRUMENTS LIMITED

Leigh Instruments Limited

Final receipt issued February 10, 1984 for a prospectus dated February 10, 1984 qualifying 1,600,000 convertible second preference shares 1983 non-voting R & D Series offered at a price of \$4.15 each to net the Corporation, after commission, \$6,224,000.

Underwriter: Dominion Securities Ames Limited

11.1.2 AVINDA VIDEO INCORPORATED

Avinda Video Incorporated

Final receipt issued February 14, 1984 for a prospectus dated February 10, 1984, filed by Avinda Video Incorporated, qualifying for sale in Ontario 2,000,000 common shares and 2,000,000 common share purchase warrants in units consisting of one common share and one share purchase warrant at \$1.00 per unit to net the Company \$1,840,000 before deducting the expenses of this issue.

There will also be a secondary offering of 200,000 common shares, none of the proceeds of which will accrue to the benefit of the Company.

Promoters: D. A. Sideris
J. W. Butcher
James Blake
C. A. Pickell

Underwriter: Walwyn Stodgell Cochran Murray Limited

11.1.3 SANTECH INC.

Santech Inc.

Final receipt issued February 17, 1984 for a prospectus dated February 16, 1984 offering 300,000 common shares at a price of \$5.00 per share, to net the Company \$1,375,050 before expenses.

Underwriter: Goulding, Rose & Turner Limited

11.1.4 INVESTORS MUTUAL OF CANADA LTD.

Investors Mutual of Canada Ltd.

Final receipt issued February 21, 1984 for a prospectus dated February 16, 1984 qualifying mutual fund shares offered at net asset value plus a sales commission.

A summary statement was filed concurrently with the prospectus.

Distributor: Investors Syndicate Limited

11.2 RECEIPT ISSUED - PROSPECTING SYNDICATE AGREEMENT

11.2.1 YELLOW SANDS PROSPECTING SYNDICATE

Yellow Sands Prospecting Syndicate

Receipt issued February 15, 1984 for a prospecting syndicate agreement dated November 1, 1983 qualifying 1,000,000 units, without any nominal or par value, in the syndicate to be issued for a total consideration not exceeding \$250,000.

Managers: Gerald Malcom Richmond
Gerald Arthur Richmond
William James Ryan

11.3 PRELIMINARY PROSPECTUSES WITHDRAWN

11.3.1 REALGROWTH ACTIVE INCOME FUND

February 10, 1984

RealGrowth Active Income Fund

The preliminary prospectus dated December 23, 1983 has been withdrawn at the request of the Fund.

11.3.2 REALGROWTH AMERICAN TREND FUND

RealGrowth American Trend Fund

A preliminary prospectus dated October 17, 1983 has been withdrawn at the request of the issuer.

11.3.3 STORIMAN EXPLORATION LIMITED

February 15, 1984

Storiman Exploration Limited

The preliminary prospectus dated January 5, 1984 has been withdrawn at the request of the issuer.

11.4 RIGHTS OFFERINGS ACCEPTED

11.4.1 NORTHLAND BANK

February 15, 1984

Northland Bank

Material acceptable to the Commission was filed on February 15, 1984 pursuant to subsections 34(1)(14) and 71(1)(h) of the Securities Act (Ontario).

11.4.2 PANCONTINENTAL MINING LIMITED

February 20, 1984

Pancontinental Mining Limited

Rights offering material acceptable to the Commission was filed on February 20, 1984 pursuant to Section 34(1)14 and 71(1) (h) of the Securities Act (Ontario).

11.5 PRELIMINARY PROSPECTUSES RECEIVED

11.5.1 STELCO INC.

February 8, 1984

Stelco Inc.

National Issue-Ontario

Offering \$ *, * common shares at a price of \$ * per share.

Underwriters: Wood Gundy Limited
Dominion Securities Ames Limited
McLeod Young Weir Limited

11.5.2 COGNOS INCORPORATED

February 9, 1984

Cognos Incorporated

National Issue-Ontario

Offering \$ *, * common shares at a price of \$ * per share.

Underwriters: Burns Fry Limited
Dominion Securities Ames Limited

11.5.3 NORTHFIELD PETROLEUM CORPORATION

February 13, 1984

Northfield Petroleum Corporation

Offering 800,000 common shares (without par value) at a price of \$1.20 per share.

Secondary Offering: 400,000 shares at \$1.20-\$2.25

Underwriter: Gordon-Daly Grenadier Limited

11.5.4 STORIMAN EXPLORATION LIMITED

February 14, 1984

Storiman Exploration Limited

Offering 1,000,000 common shares at a price of \$0.27 per share.

Agents: Merit Investment Corporation
Osler, Wills, Bickle

11.5.5 GALORE GOLD RESOURCES INC.

February 16, 1984

Galore Gold Resources Inc.

Offering 600,000 units, each unit consisting of one common share without par value and one "A" warrant at a price of \$0.25.

Secondary Offering: 60,000 units at \$0.25-\$0.40

Agent: Housser & Co. Limited

11.5.6 MILLSTREAM MINES LTD.

Millstream Mines Ltd.

Offering 1,500,000 common shares (without par value) at a price of \$2.00 per share.

Secondary Offering: 740,000 shares at a price of \$2.00-\$3.00

Underwriter: M. Rash & Co. Limited

11.5.7 MORGAN TRUSTCO INC.

February 21, 1984

Morgan Trustco Inc.

National Issue-Quebec

Offering \$ *, * common shares at a price of \$ * per share.

Underwriters: Levesque, Beaubien Inc.
Walwyn Stodgell Cochran Murray Limited

11.6 PRELIMINARY SHORT FORM PROSPECTUSES RECEIVED

11.6.1 TRANSALTA UTILITIES CORPORATION

February 15, 1984

TransAlta Utilities Corporation

National Issue-Alberta

Offering \$ * (* shares) * % first preferred shares (redeemable) at a price of \$ * per share.

Underwriter: Merrill Lynch Canada Inc.

11.6.2 NATIONAL BANK OF CANADA

February 17, 1984

National Bank of Canada

National Issue-Quebec

Offering \$ *, * % debentures, Series 4 (unsecured) at a price of * to yield * % to maturity.

Underwriters: Levesque, Beaubien Inc.
McLeod Young Weir Limited
Richardson Greenshields of Canada Limited
Merrill Lynch Canada Inc.
Geoffrion, Leclerc Inc.

11.7 ANNUAL INFORMATION FORMS RECEIVED

11.7.1 THE CONSUMERS' GAS COMPANY LTD.

February 8, 1984

The Consumers' Gas Company Ltd.

The annual information form for the year ended September 30, 1983, dated February 8, 1984 has been filed by The Consumers' Gas Company Ltd.

11.7.2 CONTINENTAL BANK OF CANADA

February 16, 1984

Continental Bank of Canada

An annual information form dated February 16, 1984 has been filed by Continental Bank of Canada.

11.8 AMENDMENTS RECEIVED

11.8.1 CORRIDA OILS LTD.

February 17, 1984

Corrida Oils Ltd.

Amendment #1 dated February 16, 1984 to prospectus dated December 20, 1983.

11.8.2 TJN GOLD EXPLORATIONS INC.

TJN Gold Explorations Inc.

Amendment #2 dated February 17, 1984 to prospectus dated June 24, 1983 as amended November 17, 1983.

11.8.3 MER MONEY MARKET FUND

February 21, 1984

MER Money Market Fund

Amendment #1 dated February 8, 1984 to prospectus dated January 20, 1984.

11.9 AMENDMENT TO PRELIMINARY PROSPECTUS RECEIVED

11.9.1 GUARDIAN PACIFIC RIM CORPORATION

February 21, 1984

Guardian Pacific Rim Corporation

Amendment #1 dated February 20, 1984 to preliminary prospectus dated January 24, 1984.

11.10 AMENDMENT ACCEPTED

11.10.1 CORRIDA OILS LTD.

February 21, 1984

Corrida Oils Ltd.

An amendment dated February 16, 1984 filed by Corrida Oils Ltd. in respect of a prospectus dated December 20, 1983 has been accepted by the Director.

11.11 FINAL RECEIPTS ISSUED - EXCHANGE OFFERING PROSPECTUSES

11.11.1 GOLDEN RANGE RESOURCES INC.

Golden Range Resources Inc.

Final receipt issued February 20, 1984 for an exchange offering prospectus dated February 16, 1984 offering 700,000 units at a price of \$0.75 per unit, each unit consisting of one common share and one share purchase warrant. The net proceeds to the Company \$477,750 before expenses of the issue.

Agent: Midland Doherty Limited

Promoters: 508610 Ontario Inc.
Seabright Resources Inc.

11.11.2 TRIPLE CROWN ELECTRONICS INC.

Triple Crown Electronics Inc.

A final receipt was issued February 20, 1984 for an exchange offering prospectus dated February 17, 1984 qualifying for sale 950,000 common shares without par value at \$4.00 per share to net the Company \$3,420,000 before expenses of the issue. There will also be a secondary offering of 250,000 common shares to be offered for sale at \$4.00 per share, none of the proceeds of which will accrue to the Company.

Promoter: Charles J. Evans

Underwriter: Davidson Partners Limited

CHAPTER 12
REGISTRATIONS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 25
OTHER INFORMATION

25.1 TRANSFERS WITHIN ESCROW

25.1.1 OPACT ENERGY LTD.

February 16, 1984

Opact Energy Ltd.

<u>FROM</u>	<u>TO</u>	<u>NO. OF SHARES</u>
Donald C. Ross	RRSP: Donald C. Ross	35,000
Terry M. Gudzowsky	RRSP: Terry M. Gudzowsky	60,000
Ritchie F. Braund	RRSP: Ritchie F. Braund	48,750

25.1.2 CLAVOS PORCUPINE MINES LIMITED

February 17, 1984

Clavos Porcupine Mines Limited

The Commission hereby consents to the physical transfer of 570,000 escrowed shares of Clavos Porcupine Mines Limited and the change of escrow agent from Central Trust Company (manager of Crown Trust Company) to Guaranty Trust Company of Canada.

The 570,000 excrowed shares are to be held by Guaranty Trust Company under the same terms and conditions as previously agreed to by Crown Trust Company.

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